

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS**

ROSENBAUM CAPITAL LLC, on behalf of
itself and all others similarly situated,

Plaintiff,

v.

BOSTON COMMUNICATIONS GROUP,
INC., KAREN A. WALKER and EDWARD
Y. SNOWDEN,

Defendants.

MAGISTRATE JUDGE 560

CIVIL ACTION NO. 05-11165 WGY

CLASS ACTION COMPLAINT

**FOR VIOLATIONS OF FEDERAL
SECURITIES LAWS**

JURY TRIAL DEMANDED

RECEIPT # 64746
AMOUNT \$ 350.00
SUMMONS ISSUED 3
LOCAL RULE 4.1 -
WAIVER FORM -
MCF ISSUED -
BY DPTY. CLK. M.P.
DATE 4/6/05

Plaintiff, Rosenbaum Capital LLC, on behalf of itself and all other persons similarly situated, by plaintiff's undersigned attorneys, for plaintiff's Complaint, alleges upon the investigation made by and through plaintiff's counsel, which included, *inter alia*, a review of relevant public filings made by Boston Communications Group, Inc. ("BCGI" or the "Company") with the Securities and Exchange Commission ("SEC"), as well as, teleconferences, press releases, news articles, analyst reports, and media reports concerning the Company. This complaint is based upon plaintiff's personal knowledge as to plaintiff's own acts, and upon information and belief as to all other matters, based upon the aforementioned investigation.

SUMMARY OF ACTION

1. This is a class action on behalf of all persons, other than defendants, who purchased, converted, exchanged or otherwise acquired BCGI securities during the period from November 15, 2000 through May 20, 2005, inclusive (the "Class Period") to recover damages caused by defendants' violations of the federal securities law.

JURISDICTION AND VENUE

2. The claims asserted herein arise under and pursuant to Sections 10(b) and 20(a) of the Exchange Act [15 U.S.C. §§ 78j(b) and 78t(a)] and Rule 10b-5 promulgated thereunder by the SEC [17 C.F.R. § 240.10b-5].

3. This Court has jurisdiction over the subject matter of this action pursuant to 28 U.S.C. §§ 1331 and 1337 and Section 27 of the Exchange Act [15 U.S.C. § 78aa].

4. Venue is proper in this District pursuant to Section 27 of the Exchange Act, and 28 U.S.C. § 1391(b). Many of the acts and practices complained of herein occurred in substantial part in this District and BCGI maintains its corporate headquarters in this District.

5. In connection with the acts alleged in this complaint, defendants, directly or indirectly, used the means and instrumentalities of interstate commerce, including, but not limited to, the mails, interstate telephone communications and the facilities of the national securities markets.

PARTIES

6. Plaintiff, Rosenbaum Capital LLC, purchased securities of BCGI as set forth more fully in the annexed certificate and suffered economic damages.

7. BCGI is a Massachusetts corporation and maintains its principal executive offices at 55 Middlesex Turnpike, Bedford, Massachusetts 01730. BCGI provides real-time subscriber management services to the wireless industry including billing and transaction processing services which enable carriers to offer prepaid wireless calling to their subscribers, roaming services which provide wireless carriers the ability to generate revenues from subscribers who are not covered under traditional roaming agreements by arranging payment for roaming calls, and prepaid systems which assemble and market prepaid systems to international carriers and assemble the voice nodes used to support its voice resource network.

8. The defendants listed below served, during the period specified, as senior officers and/or directors of BCGI:

(a) Defendant Karen A. Walker ("Walker") was BCGI's Vice President, Finance and Administration and Chief Financial Officer during the Class Period.

(b) Defendant Edward Y. Snowden ("Snowden") was BCGI's President and Chief Executive Officer during the Class Period.

9. Walker and Snowden are sometimes referred to herein as the "Individual Defendants." Because of the Individual Defendant's positions with the Company, the Individual Defendants had access to the adverse undisclosed information about the Company's business, operations, operational trends, financial statements, markets and present and future business prospects via access to internal corporate documents (including the Company's operating plans, budgets and forecasts and reports of actual operations compared thereto), conversations and connections with other corporate officers and employees, attendance at management and Board of Directors meetings and committees thereof and via reports and other information provided to them in connection therewith.

10. It is appropriate to treat the Individual Defendants as a group for pleading purposes and to presume that the false, misleading and incomplete information conveyed in the Company's public filings, press releases and other publications as alleged herein are the collective actions of the narrowly defined group of defendants identified above. Each of the above officers of BCGI, by virtue of their high-level positions with the Company, directly participated in the management of the Company, was directly involved in the day-to-day operations of the Company at the highest levels and was privy to confidential proprietary information concerning the Company and its business, operations, products, growth, financial

statements, and financial condition, as alleged herein. Said defendants were involved in drafting, producing, reviewing and/or disseminating the false and misleading statements and information alleged herein, were aware, or recklessly disregarded, that the false and misleading statements were being issued regarding the Company, and approved or ratified these statements, in violation of the federal securities laws.

11. As officers and controlling persons of a publicly-held company whose common stock was, and is, registered with the SEC pursuant to the Exchange Act, and was traded on the NASDAQ, and governed by the provisions of the federal securities laws, the defendants each had a duty to disseminate promptly, accurate and truthful information with respect to the Company's financial condition and performance, growth, operations, financial statements, business, products, markets, management, earnings and present and future business prospects, and to correct any previously-issued statements that had become materially misleading or untrue, so that the market price of the Company's publicly-traded securities would be based upon truthful and accurate information. The Individual Defendant's misrepresentations and omissions during the Class Period violated these specific requirements and obligations.

12. The Individual Defendants participated in the drafting, preparation, and/or approval of the various public and shareholder and investor reports and other communications complained of herein and were aware of, or recklessly disregarded, the misstatements contained therein and omissions therefrom, and were aware of their materially false and misleading nature. Because of their Board membership and/or executive and managerial positions with BCGI, each of the defendants had access to the adverse undisclosed information about BCGI business prospects and financial condition and performance as particularized herein and knew (or

recklessly disregarded) that these adverse facts rendered the positive representations made by or about BCGI and its business issued or adopted by the Company materially false and misleading.

13. The Individual Defendants, because of their positions of control and authority as officers and/or directors of the Company, were able to and did control the content of the various SEC filings, press releases and other public statements pertaining to the Company during the Class Period. Each Individual Defendant was provided with copies of the documents alleged herein to be misleading prior to or shortly after their issuance and/or had the ability and/or opportunity to prevent their issuance or cause them to be corrected. Accordingly, each of the Individual Defendants is responsible for the accuracy of the public reports and releases detailed herein and is therefore primarily liable for the representations contained therein.

14. Each of the defendants is liable as a participant in a fraudulent scheme and course of business that operated as a fraud or deceit on purchasers of BCGI securities by disseminating materially false and misleading statements and/or concealing material adverse facts. The scheme: (i) deceived the investing public regarding BCGI's business, operations, management and the intrinsic value of BCGI's common stock; and (ii) caused plaintiff and other members of the Class to purchase BCGI's securities at artificially inflated prices.

PLAINTIFF'S CLASS ACTION ALLEGATIONS

15. Plaintiff brings this action as a class action pursuant to Federal Rule of Civil Procedure 23(a) and (b)(3) on behalf of all those who purchased BCGI common stock during the Class Period and who suffered damages (the "Class"). Excluded from the Class are defendants, the officers and directors of the Company, at all relevant times, members of their immediate families and their legal representatives, heirs, successors, or assigns and any entity in which defendants have or had a controlling interest.

16. The members of the Class are so numerous that joinder of all members is impracticable. According to the Company's report filed on Form 10-Q with the SEC on May 9, 2005, for the period ended March 30, 2005, BCGI has approximately 17,639,384 shares of common stock outstanding. While the exact number of Class members is unknown to plaintiff at this time and can only be ascertained through appropriate discovery, plaintiff believes that there are hundreds or thousands of members in the proposed Class. Record owners and other members of the Class may be identified from records maintained by BCGI or its transfer agent and may be notified of the pendency of this action by mail, using the form of notice similar to that customarily used in securities class actions.

17. Plaintiff's claims are typical of the claims of the members of the Class as all members of the Class are similarly affected by defendant's wrongful conduct in violation of federal law that is complained of herein.

18. Plaintiff will fairly and adequately protect the interests of the members of the Class and has retained counsel competent and experienced in class and securities litigation.

19. Common questions of law and fact exist as to all members of the Class and predominate over any questions solely affecting individual members of the Class. Among the questions of law and fact common to the Class are:

(a) whether the federal securities laws were violated by defendant's acts as alleged herein;

(b) whether statements made by defendants to the investing public during the Class Period misrepresented material facts about the business, operations, financial condition and management of BCGI; and

(c) whether defendants acted knowingly or recklessly in making materially false and misleading statements during the Class Period;

(d) whether the market prices of the Company's common stock was artificially inflated or distorted during the Class Period because of defendant's conduct complained of herein; and

(e) to what extent the members of the Class have sustained damages and the proper measure of damages.

20. A class action is superior to all other available methods for the fair and efficient adjudication of this controversy since joinder of all members is impracticable. Furthermore, as the damages suffered by individual Class members may be relatively small, the expense and burden of individual litigation make it impossible for members of the Class to individually redress the wrongs done to them. There will be no difficulty in the management of this action as a class action.

SUBSTANTIVE ALLEGATIONS

Fraudulent Scheme and Course of Business

21. Each defendant is liable for (i) making false statements, or (ii) failing to disclose adverse facts known to him or her about BCGI. Defendants' fraudulent scheme and course of business that operated as a fraud or deceit on purchasers of BCGI common stock was a success, as it (i) deceived the investing public regarding BCGI prospects and business; (ii) artificially inflated the prices of BCGI common stock; (iii) allowed the Individual Defendants to sell more than \$1 million of personally-held stock; and (iv) caused plaintiff and other members of the Class to purchase BCGI common stock at inflated prices

FALSE AND MISLEADING STATEMENTS DURING CLASS PERIOD

22. On May 12, 2000, before the Class Period, the Company filed a quarterly financial report with the SEC on Form 10-Q for the first quarter 2000, the period ending March 31, 2000. The Form 10-Q, signed by Walker, stated in pertinent part:

On March 30, 2000, Freedom Wireless, Inc. filed a complaint in the United States District Court for the Northern District of California against the Company and a number of wireless carriers, including customers and former customers of the Company. The suit alleges that the defendants infringe a patent held by Freedom Wireless, Inc. and seeks injunctive relief and damages in an unspecified amount. The Company does not believe it infringes this patent and believes that it has meritorious defenses to the action.

23. On August 10, 2000, the Company filed a report on Form 10-Q with the SEC for the period ended June 30, 2000. This Form 10-Q does not refer to the Freedom Wireless litigation.

24. On November 15, 2000, the Company filed a report on Form 10-Q with the SEC for the period ended September 30, 2000. The Form 10-Q, signed by Walker, stated in pertinent part:

On March 30, 2000, Freedom Wireless, Inc. filed a complaint in the United States District Court for the Northern District of California against the Company and a number of wireless carriers, including customers and former customers of the Company. The suit alleges that the defendants infringe a patent held by Freedom Wireless, Inc. and seeks injunctive relief and damages in an unspecified amount. The Company does not believe it infringes this patent and believes that it has meritorious defenses to the action.

25. On December 20, 2000, the Company issued a press release. The press release stated in pertinent part:

Boston Communications Group Inc. ("BCGI") said a patent suit filed against it by a prepaid wireless communications company

Freedom Wireless Inc. is “without merit,” and said it will “vigorously” defend itself against the claim.

On December 19, Freedom Wireless said in a press release that it had filed suit against Boston Communications and several other carriers, charging they infringed two patents.

In a press release Thursday, Boston Communications said it has disclosed the existence of the litigation in its quarterly Securities and Exchange Commission filing.

26. On February 6, 2001, the Company issued a press release entitled, “Boston Communications Q4 net rises.” The press release stated in pertinent part:

(A) The above pro-forma consolidated statements of operations exclude the effects of the following: For the three and twelve months ended December 31, 2000, a one-time charge of \$2.6 million for legal expenses that represents the legal fees the Company will incur to defend the patent infringement suit brought by Freedom Wireless...

27. On April 2, 2001, the Company filed an annual financial report on Form 10-K with the SEC for the period ended December 31, 2000. The Form 10-K was signed by Snowden and Walker and stated in pertinent part:

In March, 2000, a suit was filed by Freedom Wireless, Inc. in the United States District Court for the Northern District of California against the Company and a number of wireless carriers, including customers and former customers of the Company. The suit alleges that the defendants infringe a patent held by Freedom Wireless, Inc. and seeks injunctive relief and damages in an unspecified amount. Upon motion by the Company, the suit was transferred to the United States District Court in Massachusetts in October, 2000 and is pending in that court. The Company does not believe that it infringes this patent and believes that it has meritorious defenses to the action.

28. On May 9, 2001, the Company filed a quarterly financial report on Form 10-Q with the SEC for the first quarter 2001, the period ending March 31, 2001. The Form 10-Q, signed by Walker, stated in pertinent part:

In March, 2000, a suit was filed by Freedom Wireless, Inc. in the United States District Court for the Northern District of California against the Company and a number of wireless carriers, including customers and former customers of the Company. The suit alleges that the defendants infringe a patent held by Freedom Wireless, Inc. and seeks injunctive relief and damages in an unspecified amount. Upon motion by the Company, the suit was transferred to the United States District Court in Massachusetts in October, 2000 and is pending in that court. The complaint has been amended to include a continuation patent. The Company does not believe that it infringes these patents and believes that it has meritorious defenses to the action.

29. On August 13, 2001 the Company filed a quarterly financial report with the SEC on Form 10-Q for the second quarter of 2001, the period ending June 30, 2001. The Form 10-Q, signed by Walker, stated in pertinent part:

In March, 2000, a suit was filed by Freedom Wireless, Inc. in the United States District Court for the Northern District of California against the Company and a number of wireless carriers, including customers and former customers of the Company. The suit alleges that the defendants infringe a patent held by Freedom Wireless, Inc. and seeks injunctive relief and damages in an unspecified amount. Upon motion by the Company, the suit was transferred to the United States District Court in Massachusetts in October, 2000 and is pending in that court. The complaint has been amended to include a continuation patent. The Company does not believe that it infringes these patents and believes that it has meritorious defenses to the action.

30. On November 11, 2001, the Company filed a quarterly financial report with the SEC on Form 10-Q for the third quarter 2001, the period ending September 30, 2001. The Form 10-Q, signed by Walker, stated in pertinent part:

The Company accrues costs of settlements, damages and, under certain conditions, costs of defense when such costs are probable and estimable; otherwise, such costs are expensed as incurred. Special Charges. In the third quarter of 2001, the Company recorded a one-time charge of \$3.6 million to principally accrue for legal expenses estimated by the Company's outside counsel to be incurred in the defense of a patent infringement suit brought by Freedom Wireless. The Company believes that the claims made by Freedom Wireless are without merit and will vigorously defend the

action. In addition, the Company also recorded a one-time charge of \$894,000, primarily for the permanent impairment of a cost based investment.

In March, 2000, a suit was filed by Freedom Wireless, Inc. in the United States District Court for the Northern District of California against the Company and a number of wireless carriers, including customers and former customers of the Company. The suit alleges that the defendants infringe a patent held by Freedom Wireless, Inc. and seeks injunctive relief and damages in an unspecified amount. The Company has indemnification obligations with respect to the other defendants. Upon motion by the Company, the suit was transferred to the United States District Court in Massachusetts in October, 2000 and is pending in that court. The complaint has been amended to include a claim relating to the infringement of a continuation patent. The Company does not believe that it infringes these patents and believes that it has meritorious defenses to the action.

31. On April 1, 2002, the Company filed an annual financial report with the SEC on Form 10-K, the period ending December 31, 2001. The Form 10-K, signed by Snowden and Walker, stated in pertinent part:

The Company accrues costs of settlements, damages and, under certain conditions, costs of defense when such costs are probable and estimable; otherwise, such costs are expensed as incurred. As discussed in Note 3 to the Consolidated Financial Statements, the Company has accrued its best estimate of the probable cost of current litigation. The estimate has been developed in consultation with the Company's outside counsel who is handling the case. There can be no assurances that the Company's expenses will not exceed the Company's estimate.

In March 2000, a suit was filed by Freedom Wireless, Inc. in the United States District Court for the Northern District of California against the Company and a number of wireless carriers, including customers and former customers of the Company. The suit alleges that the defendants infringe a patent held by Freedom Wireless, Inc. and seeks injunctive relief and damages in an unspecified amount. The Company has indemnification obligations with respect to the other defendants. Upon motion by the Company, the suit was transferred to the United States District Court in Massachusetts in October, 2000 and is pending in that court. The suit is currently in the discovery phase. The complaint has been amended to include a continuation patent. The Company does not

believe that it infringes these patents and believes that it has meritorious defenses to the action.

32. On May 15, 2002, the Company filed a quarterly financial report with the SEC on Form 10-Q for the first quarter 2002, the period ending March 31, 2002. The Form 10-Q, signed by Walker, stated in pertinent part:

In the fourth quarter of 2000, the Company recorded a special charge of \$2.6 million to accrue for legal expenses in the defense of the Freedom Wireless suit. In the third quarter of 2001, the Company recorded a special charge of \$3.6 million, primarily to accrue for legal expenses estimated by the Company's outside counsel to be incurred in the defense of a patent infringement suit brought by Freedom Wireless. In the first quarter of 2002, the Company recorded a special charge of \$3.3 million to principally accrue for legal expenses estimated by the Company's outside counsel to be incurred in the defense of a patent infringement suit brought by Freedom Wireless, Inc. There can be no assurances that the Company's expenses to defend the Freedom Wireless suit will not exceed the Company's estimate. The Company believes that the claims made by Freedom Wireless are without merit and is vigorously defending the action. The components of the legal charges and payments are as follows (in thousands):

In March 2000, a suit was filed by Freedom Wireless, Inc. in the United States District Court for the Northern District of California against the Company and a number of wireless carriers, including customers and former customers of the Company. The suit alleges that the defendants infringe a patent held by Freedom Wireless, Inc. and seeks injunctive relief and damages in an unspecified amount. The Company has indemnification obligations with respect to the other defendants. Upon motion by the Company, the suit was transferred to the United States District Court in Massachusetts in October, 2000 and is pending in that court. The suit is currently in the discovery phase. The complaint has been amended to include a continuation patent. The Company does not believe that it infringes these patents and believes that it has meritorious defenses to the action.

33. On August 14, 2002, the Company filed a quarterly financial report with the SEC on Form 10-Q for the second quarter 2002, the period ending June 30, 2002. The Form 10-Q, signed by Walker, stated in pertinent part:

In the fourth quarter of 2000, the third quarter of 2001 and the first quarter of 2002, the Company recorded special charges of \$2.6 million, \$3.6 million and \$3.3 million, respectively, principally to accrue for legal expenses estimated by the Company's outside counsel to be incurred in the defense of a patent infringement suit brought by Freedom Wireless. There can be no assurances that the Company's expenses to defend the Freedom Wireless suit will not exceed the Company's estimate. The Company believes that the claims made by Freedom Wireless are without merit and is vigorously defending the action. The components of the legal charges and payments are as follows (in thousands):

In March 2000, a suit was filed by Freedom Wireless, Inc. in the United States District Court for the Northern District of California against the Company and a number of wireless carriers, including customers and former customers of the Company. Upon motion by the Company, the suit was transferred to the United States District Court in Massachusetts in October, 2000 and is pending in that court. The suit alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks injunctive relief and damages in an unspecified amount. The Company has an obligation to indemnify the other defendants for damages they may incur with respect to any infringement. The suit is currently in the discovery phase. The Company does not believe that it infringes these patents and believes that it has meritorious defenses to the action.

34. On November 14, 2002, the Company filed a report with the SEC on Form 10-Q for the third quarter 2002, the period ending September 30, 2002. The Form 10-Q, signed by Walker, stated in pertinent part:

In March 2000, Freedom Wireless, Inc. filed a suit against the Company and a number of wireless carriers. The suit alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount and injunctive relief, which could significantly restrict the Company's ability to conduct its business if an unfavorable judgment is reached. The Company has an obligation to indemnify the other defendants for damages they may incur with respect to any infringement. The suit is currently in the discovery phase. The Company does not believe that it infringes these patents and believes that it has meritorious defenses to the action.

The Company estimates that quarterly after tax expenses to defend this case will be approximately \$550,000 until this matter is resolved. However, there can be no assurances that the Company's

expenses will not exceed the Company's estimate. If Freedom Wireless were to prevail in the case, the amount of the damages could be substantial and the Company's business, financial condition and results of operations would be materially adversely affected.

35. On March 27, 2003, the Company filed an annual financial report with the SEC on Form 10-K, the period ending December 31, 2002. The Form 10-K, signed by Snowden and Walker, stated in pertinent part:

In March 2000, Freedom Wireless, Inc. filed a suit against us and a number of wireless carriers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount as well as injunctive relief. A ruling that we infringed the Freedom Wireless patents could significantly restrict our ability to conduct business. In addition, we have an obligation to indemnify the other defendants for damages they may incur with respect to any infringement. The suit is still in the discovery phase. We do not believe that we infringe these patents and we believe that we have meritorious defenses to the action.

We recorded a special charge in the fourth quarter of 2000 of \$2.6 million, in the third quarter of 2001 of \$3.6 million and in the first quarter of 2002 of \$3.3 million, principally to accrue for legal expenses estimated by our outside counsel to be incurred in the defense of the patent infringement suit brought by Freedom Wireless. The lengthy and unpredictable discovery process has made it difficult for us to reasonably estimate legal costs in this suit. As a result, we are now accounting for Freedom Wireless legal costs as incurred rather than accruing the entire amount of such costs when they become probable. For the fourth quarter of 2002, we recorded \$998,000 in legal charges associated with the Freedom Wireless suit. We also expect to continue to spend up to \$1 million per quarter for legal costs until the Freedom Wireless matter is resolved. There can be no assurances that our expenses to defend the Freedom Wireless suit will not exceed our estimate. If Freedom Wireless prevails in this case, the amount of damages could be substantial and our business, financial condition and results of operations would be materially adversely affected.

Legal Costs

We accrue the costs of settlements, damages and, under certain conditions, costs of defense when such costs are probable and estimable; otherwise, such costs are expensed as incurred. As discussed in Note 4 to the Consolidated Financial Statements, in 2002 we began expensing legal costs related to the Freedom Wireless lawsuit as incurred due to the lengthy and unpredictable discovery process, which has now made it difficult to reasonably estimate legal costs in the suit. Other litigation will continue to be accounted for in accordance with our accounting policy and the related estimate has been developed in consultation with our outside counsel who is handling the case. We believe that we have recorded an appropriate estimate of anticipated legal expenses, but there can be no assurances that our expenses will not exceed our estimate.

36. On April 16, 2003, the Company issued a press release. The press release stated in pertinent part:

Freedom Wireless Update

During the quarter ended March 31, 2003, the Company incurred \$915,000 in legal costs, or approximately \$0.03 per share after taxes, primarily for the continued defense of the Freedom Wireless patent infringement suit. These costs are in line with previous guidance and are expected to continue at this level until the matter is resolved. There are no developments to report on the case and exact timing of procedures has not been determined. There has also been no change to the Company's position on the case and *bcbi* remains confident that it does not infringe the Freedom Wireless patents and that the patents are invalid in light of prior art.

Outlook

"Our tremendous growth in first quarter subscriber additions was the key factor in our earnings growing more than 60% compared to the fourth quarter of 2002. Although we are now entering the seasonally slower second and third quarters, we believe that our carrier's commitment to prepaid and our business model and value proposition will continue to position *bcbi* for growth and healthy profits. As a result, we are raising our annual 2003 earnings guidance," commented Karen A. Walker, Chief Financial Officer.

The Company is raising its 2003 GAAP earnings to \$0.78 to \$0.80 per share, which includes an estimate of \$0.12 per share in legal

costs primarily to defend the Freedom Wireless lawsuit. This guidance is more than four times higher than the Company's 2002 annual GAAP earnings of \$0.19 per share. For the second quarter of 2003, the Company anticipates GAAP earnings of \$0.19 to \$0.20 per share, which includes \$0.03 per share in estimated legal costs. "Our business model continues to be validated and our overall financial position, with \$48.6 million in cash and investments and no debt, gives us the strength to capitalize on weaknesses across the telecommunications industry. This is evidenced by our recent building purchase that will initially house our second data center and our ability to continue to attract and retain top talent across our organization," commented Ms. Walker.

37. On May 15, 2003 the Company filed a quarterly financial report with the SEC on Form 10-Q for the first quarter 2003, the period ending March 31, 2003. The Form 10-Q, signed by Walker, stated in pertinent part:

In March 2000, Freedom Wireless, Inc. filed a suit against us and a number of wireless carriers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount as well as injunctive relief. A ruling that we infringed the Freedom Wireless patents could significantly restrict our ability to conduct business. In addition, we have an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by our technology. The suit is still in the discovery phase. We do not believe that we infringe these patents and we believe that we have meritorious defenses to the action.

We recorded special charges in the fourth quarter of 2000 of \$2.6 million, in the third quarter of 2001 of \$3.6 million and in the first quarter of 2002 of \$3.3 million, principally to accrue for legal expenses estimated by our outside counsel to be incurred in the defense of the patent infringement suit brought by Freedom Wireless. The lengthy and unpredictable discovery process has made it difficult for us to reasonably estimate legal costs in this suit. As a result, we are now accounting for Freedom Wireless legal costs as incurred rather than accruing the entire amount of such costs when they become probable. During the fourth quarter of 2002 we recorded \$998,000 and in the first quarter of 2003 we recorded \$915,000, primarily in legal charges associated with the Freedom Wireless suit. Since the timing of ongoing court proceedings is not firmly fixed, we also expect to continue to spend up to \$1 million per quarter for legal costs until the Freedom

Wireless matter is resolved. There can be no assurances that our expenses to defend the Freedom Wireless suit will not exceed our estimates. If Freedom Wireless prevails in this case, the amount of damages could be substantial and our business, financial condition and results of operations would be materially adversely affected.

38. On August 14, 2003, the Company filed a quarterly financial report with the SEC on Form 10-Q for the second quarter 2003, the period ending June 30, 2003. The Form 10-Q, signed by Walker, stated in pertinent part:

In March 2000, Freedom Wireless, Inc. filed a suit against us and a number of wireless carriers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount as well as injunctive relief. A ruling that we infringed the Freedom Wireless patents could significantly restrict our ability to conduct business. In addition, we have an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by our technology. The suit is still in the discovery phase. We do not believe that we infringe these patents and believe that the patents are invalid in light of prior art and other reasons.

In the fourth quarter of 2000, the third quarter of 2001 and the first quarter of 2002, we recorded special charges of \$2.6 million, \$3.6 million and \$3.3 million, respectively, principally to accrue for legal expenses estimated by our outside counsel to be incurred in the defense of the patent infringement suit brought by Freedom Wireless. However, due to the lengthy and unpredictable proceedings, which has made it difficult to reasonably estimate legal costs in the Freedom Wireless suit, commencing in the third quarter of 2002, we began accounting for costs related to this case as incurred. As a result, in the fourth quarter of 2002, the first quarter of 2003 and the second quarter of 2003, we recorded charges of \$998,000, \$915,000 and \$725,000, respectively, primarily for legal expenses incurred for the suit brought by Freedom Wireless.

Since the timing of ongoing court proceedings is not firmly fixed, we expect to continue to spend up to approximately \$1 million per quarter for legal costs until the Freedom Wireless matter is resolved. There can be no assurances that our expenses to defend the Freedom Wireless suit will not exceed our estimate. If Freedom Wireless prevails in this case, the amount of damages could be

substantial and our business, financial condition and results of operations would be materially adversely affected.

39. On November 14, 2003, the Company filed a quarterly financial report with the SEC on Form 10-Q for the third quarter 2003, the period ending September 30, 2003. The Form 10-Q, signed by Walker, stated in pertinent part:

Legal Proceedings

In March 2000, Freedom Wireless, Inc. filed a suit against us and a number of wireless carriers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount as well as injunctive relief. A ruling that we infringed the Freedom Wireless patents could significantly restrict our ability to conduct business. In addition, we have an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by our technology. The suit is still in the discovery phase. We do not believe that we infringe these patents and believe that the patents are invalid in light of prior art and other reasons.

In the fourth quarter of 2000, the third quarter of 2001 and the first quarter of 2002, we recorded special charges of \$2.6 million, \$3.6 million and \$3.3 million, respectively, principally to accrue for legal expenses estimated by our outside counsel to be incurred in the defense of the patent infringement suit brought by Freedom Wireless. However, due to the lengthy and unpredictable proceedings, which has made it difficult to reasonably estimate legal costs in the Freedom Wireless suit, commencing in the third quarter of 2002, we began accounting for costs related to this case as incurred. As a result, for the three and nine-month period ended September 30, 2003, we recorded charges of \$1.4 million and \$3.0 million, respectively, primarily for legal expenses incurred for the suit brought by Freedom Wireless.

We expect to incur, on average, approximately \$1 million per quarter (before taxes) for legal costs until the Freedom Wireless matter is resolved. However, this cost will likely continue to vary from quarter to quarter, depending on the timing of proceedings. Accordingly, we expect that fourth quarter, 2003 legal charges will range between \$1.0 million and \$1.4 million. There can be no assurances that our expenses to defend the Freedom Wireless suit will not exceed our estimate. If Freedom Wireless prevails in this case, the amount of damages could be substantial and our business,

financial condition and results of operations would be materially adversely affected.

From time to time, as a normal incidence of the nature of our business, various claims, charges and litigation are asserted or commenced against us arising from, or related to, contractual matters, patents, trademarks, personal injury, and personnel and employment disputes. As to such claims and litigation, we can give no assurance that we will prevail. However, we do not believe that any of these current matters (other than as disclosed) will have a material adverse effect on our consolidated financial position, although an adverse outcome of any of these matters could have a material adverse effect on our consolidated results of operations or cash flows in future quarters or in the quarter or annual period in which one or more of these matters are resolved.

40. On March 11, 2004, the Company filed an annual financial report on Form 10-K with the SEC for the period ended December 31, 2003. The Form 10-K, signed by Snowden and Walker, stated in pertinent part:

In March 2000, Freedom Wireless, Inc. filed a suit against us and a number of wireless carriers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount as well as injunctive relief. If there were a ruling that we infringed the Freedom Wireless patents, it could significantly restrict our ability to conduct business. In addition, we have an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by our technology. The suit is in the pre-trial phase and various summary judgment motions have been filed by both parties in the case. The Court is expected to rule on these motions in the normal course of its proceedings. We do not believe that we infringe these patents and believe that the patents are invalid in light of prior art and other reasons.

In the fourth quarter of 2000, the third quarter of 2001 and the first quarter of 2002, we recorded special charges of \$2.6 million, \$3.6 million and \$3.3 million, respectively, principally to accrue for legal expenses estimated by our outside legal counsel to be incurred in the defense of the patent infringement suit brought by Freedom Wireless. However, due to the lengthy and unpredictable proceedings, which had made it difficult to reasonably estimate legal costs in the Freedom Wireless suit, commencing in the third quarter of 2002, we began accounting for costs related to this case

as incurred. As a result, for the year ended December 31, 2003, we recorded charges of \$4.0 million for legal expenses.

We expect to incur, on average, approximately \$1 million per quarter for legal costs until the Freedom Wireless matter is resolved. However, this cost will likely continue to vary from quarter to quarter, depending on the timing of proceedings. There can be no assurances that costs to defend the Freedom Wireless suit will not exceed our estimate. If Freedom Wireless prevails in this case, the amount of damages could be substantial and our business, financial condition and results of operations would be materially adversely affected.

41. On May 10, 2004, the Company filed a quarterly financial report with the SEC on Form 10-Q for the first quarter 2004, the period ending March 30, 2004. The Form 10-Q, signed by Walker, stated in pertinent part:

In March 2000, Freedom Wireless, Inc. filed a suit against us and a number of wireless carriers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount as well as injunctive relief. If there were a ruling that we infringed the Freedom Wireless patents, it could significantly restrict our ability to conduct business. In addition, we have an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by our technology. The suit is in the pre-trial phase and various summary judgment motions have been filed by both parties in the case. The Court is expected to rule on these motions in the normal course of its proceedings. We do not believe that we infringe these patents and believe that the patents are invalid in light of prior art and other reasons.

In the fourth quarter of 2000, the third quarter of 2001 and the first quarter of 2002, we recorded special charges of \$2.6 million, \$3.6 million and \$3.3 million, respectively, principally to accrue for legal expenses estimated by our outside legal counsel to be incurred in the defense of the patent infringement suit brought by Freedom Wireless. However, due to the lengthy and unpredictable proceedings, which made it difficult to reasonably estimate legal costs in the Freedom Wireless suit, commencing in the third quarter of 2002, we began accounting for costs related to this case as incurred. As a result, for the three months ended March 31, 2004, we recorded charges of \$1.2 million for legal expenses.

We expect to incur, on average, approximately \$1 million per quarter for legal costs until the Freedom Wireless matter is resolved. However, this cost will likely continue to vary from quarter to quarter, depending on the timing of proceedings. There can be no assurances that costs to defend the Freedom Wireless suit will not exceed our estimates. If Freedom Wireless prevails in this case, the amount of damages could be substantial and our business, financial condition and results of operations would be materially adversely affected.

42. On August 9, 2004, the Company filed a quarterly financial report with the SEC on Form 10-Q for the second quarter 2004, the period ending June 30, 2004. The Form 10-Q, signed by Walker, stated in pertinent part:

In March 2000, Freedom Wireless, Inc. filed a suit against us and a number of wireless carriers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount as well as injunctive relief. If there were a ruling that we infringed the Freedom Wireless patents, it could significantly restrict our ability to conduct business. In addition, we have an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by our technology. The suit is in the pre-trial phase and various summary judgment motions have been filed by both parties in the case. The Court is expected to rule on these motions in the normal course of its proceedings. We do not believe that we infringe these patents and believe that the patents are invalid in light of prior art and other reasons.

We expect to incur, on average, approximately \$1 million per quarter for legal costs until the Freedom Wireless matter is resolved. However, this cost will likely continue to vary from quarter to quarter, depending on the timing of proceedings. There can be no assurances that costs to defend the Freedom Wireless suit will not exceed our estimates. If Freedom Wireless prevails in this case, the amount of damages could be substantial and our business, financial condition and results of operations would be materially adversely affected.

An unfavorable judgment in the Freedom Wireless lawsuit would have a material adverse impact on our business.

In March 2000, Freedom Wireless filed a suit against us and a number of wireless carriers claiming that we and the other

defendants infringe a patent of Freedom Wireless. In March 2001, Freedom Wireless amended the complaint to include a continuation patent. Freedom Wireless seeks injunctive relief and damages in an unspecified amount. In addition, we are contractually obligated to indemnify the other defendants for any damages that they incur as a result of any infringement by our technology.

The suit is in the pre-trial phase and various summary judgment motions have been filed by both parties in the case. The court is expected to rule on these motions in the normal course of proceedings. We cannot yet assess our potential liability, if any. Any adverse outcome, including the following, would have a material adverse effect on our business, financial condition and results of operations:

- Injunctive relief against us, which could significantly restrict our ability to conduct our business;
- An adverse judgment against us for significant monetary damages;
- A settlement on unfavorable terms;
- Obligations to the other defendants to indemnify them for damages;
- Obligations to customers for breach of a contractual warranty of non-infringement; and/or
- A requirement to reengineer our prepaid processing solution to avoid patent infringement, which would likely result in additional expense and delay.

Regardless of the outcome, we will continue to incur significant expenses to defend this lawsuit. We have incurred approximately \$15.3 million in legal costs as of June 30, 2004 to defend this lawsuit, and we expect to incur approximately \$1 million per quarter in legal costs until the Freedom Wireless matter is resolved. However, this cost will likely continue to vary from quarter to quarter, depending on the timing of proceedings. Moreover, this lawsuit may divert the efforts and attention of our management team from normal business operations. Finally, we may become subject to additional patent infringement lawsuits in the future.

43. On November 9, 2004, the Company filed a quarterly financial report with the SEC on Form 10-Q for the third quarter 2004, the period ending September 30, 2004. The Form 10-Q, signed by Walker, stated in pertinent part:

In March 2000, Freedom Wireless, Inc. filed a suit against us and a number of wireless carriers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount as well as injunctive relief. If there were a ruling that we infringed the Freedom Wireless patents, it could significantly restrict our ability to conduct business. In addition, we have an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by our technology. The suit is in the pre-trial phase and various summary judgment motions have been filed by both parties in the case. The Court is expected to rule on these motions in the normal course of its proceedings. We do not believe that we infringe these patents and believe that the patents are invalid in light of prior art and other reasons.

We expect to incur, on average, approximately \$1 million per quarter for legal costs until the Freedom Wireless matter is resolved. However, this cost will likely continue to vary from quarter to quarter, depending on the timing of proceedings. There can be no assurances that costs to defend the Freedom Wireless suit will not exceed our estimates. If Freedom Wireless prevails in this case, the amount of damages could be substantial and our business, financial condition and results of operations would be materially adversely affected.

44. On March 16, 2005, the Company filed an annual financial report on Form 10-K with the SEC for the period ended December 31, 2004. The Form 10-K, signed by Snowden and Walker, stated in pertinent part:

In March 2000, Freedom Wireless, Inc. filed a suit against us and a number of our wireless carrier customers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages as well as injunctive relief. If there were a ruling that we infringed the Freedom Wireless patents, it could significantly restrict our ability to conduct business. In addition, we have an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by our

technology. The trial began on February 28, 2005 and is expected to last for approximately eight weeks. In 2005, Verizon Wireless, who was a defendant in the case, reached a settlement with Freedom Wireless and is therefore no longer a defendant in the case. We were not part of the settlement discussions and the terms of the settlement are not public. We do not believe that we infringe these patents and believe that the patents are invalid in light of prior art and other reasons.

In the fourth quarter of 2000, the third quarter of 2001 and the first quarter of 2002, we recorded special charges of \$2.6 million, \$3.6 million and \$3.3 million, respectively, principally to accrue for legal expenses estimated by our outside legal counsel to be incurred in the defense of the patent infringement suit brought by Freedom Wireless. However, due to the lengthy and unpredictable proceedings, which had made it difficult to reasonably estimate legal costs in the Freedom Wireless suit, commencing in the third quarter of 2002, we began accounting for costs related to this case as incurred. As a result, for the years ended December 31, 2003 and 2004, we recorded charges of \$4.0 and \$3.0 million, respectively, for legal expenses related to the lawsuit.

We expect to incur approximately \$1.5 to \$1.8 million in legal expenses in the first quarter of 2005 and, on average, \$1.0 million per quarter thereafter, until the Freedom Wireless matter is resolved. However, this cost will likely continue to vary from quarter to quarter, depending on the timing of proceedings. There can be no assurance that costs to defend the Freedom Wireless suit will not exceed our estimate.

We are not presently able to estimate the potential losses, if any, related to the Freedom Wireless lawsuit. Freedom Wireless is seeking damages in excess of \$250 million from us and the other remaining co-defendants, who *bcgi* has agreed to indemnify. If Freedom Wireless prevails in this case and is awarded the amount of damages which they are seeking from us and the other co-defendants, this amount would exceed our ability to pay.

45. On May 9, 2005, the Company filed a quarterly financial report with the SEC on Form 10-Q for the first quarter 2005, the period ending March 30, 2005. The Form 10-Q, signed by Walker, stated in pertinent part:

In March 2000, Freedom Wireless, Inc. filed a suit against us and a number of our wireless carrier customers. The suit is being tried in the United States District Court in Massachusetts and alleges that

the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages as well as injunctive relief. If there were a ruling that we infringed the Freedom Wireless patents, it could significantly restrict our ability to conduct business. In addition, we have an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by our technology. The trial began on February 28, 2005 and is expected to be completed in mid May 2005. In 2005, Verizon Wireless, who was a defendant in the case, reached a settlement with Freedom Wireless and is therefore no longer a defendant in the case. We were not part of the settlement discussions and the terms of the settlement are not public. We do not believe that we infringe these patents and believe that the patents are invalid in light of prior art and other reasons.

We are not presently able to estimate the potential losses, if any, related to the Freedom Wireless lawsuit. Freedom Wireless is seeking damages in excess of \$250 million from us and the other remaining co-defendants, whom *begi* has agreed to indemnify. If Freedom Wireless prevails in this case and is awarded the amount of damages which they are seeking from us and the other co-defendants, this amount would exceed our ability to pay.

We account for costs related to this case as incurred due to the lengthy and unpredictable proceedings which make it difficult to reasonably estimate legal costs. The total costs to defend the case through March 31, 2005 were \$19.0 million. We expect to incur approximately \$2.2 to \$2.9 million in legal expenses in the second quarter of 2005. This cost is expected to be substantially less per quarter than historical amounts beginning in the third quarter of 2005, during the anticipated appeals process by either party following the completion of the trial. There can be no assurance that costs to defend the Freedom Wireless suit will not exceed our estimate.

Certain Factors That May Affect Future Results

An unfavorable judgment in the Freedom Wireless lawsuit would have a material adverse impact on our business.

In March 2000, Freedom Wireless, Inc. filed a suit against us and a number of our wireless carrier customers claiming that we and the other defendants infringe a patent of Freedom Wireless. In March 2001, Freedom Wireless amended the complaint to include a continuation patent. Freedom Wireless seeks injunctive relief and damages. In addition, we are contractually obligated to indemnify

the other defendants for any damages that they incur as a result of any infringement by our technology.

The trial began on February 28, 2005 and is expected to be completed in mid-May 2005. We cannot yet assess our potential liability, if any. Any adverse outcome, including the following, would have a material adverse effect on our business, financial condition and results of operations:

- Injunctive relief against us, which could significantly restrict our ability to conduct our business;
- An adverse judgment against us for significant monetary damages;
- A settlement on unfavorable terms;
- Obligations to the other defendants to indemnify them for damages;
- Obligations to customers for breach of a contractual warranty of non-infringement; and/or
- A requirement to reengineer our prepaid processing solution to avoid patent infringement, which would likely result in additional expense and delay.

Freedom Wireless is seeking damages in excess of \$250 million from us and the other remaining co-defendants, who *bcbi* has agreed to indemnify. If Freedom Wireless prevails in this case and is awarded the amount of damages which they are seeking from us and the other co-defendants, this amount would exceed our ability to pay.

Regardless of the outcome, we will continue to incur significant expenses to defend this lawsuit. We have incurred approximately \$19.0 million in legal costs as of March 31, 2005 to defend this lawsuit, and expect to incur approximately \$2.2 to \$2.9 million in legal expenses in the second quarter of 2005. This cost is expected to substantially less per quarter than historical amounts beginning in the third quarter of 2005, during the anticipated appeals process by either party following the completion of the trial. There can be no assurance that costs to defend the Freedom Wireless suit will not exceed our estimate.

THE TRUTH IS REVEALED

46. On May 20, 2005, the Company issued a press release entitled, "Jury Verdict Against BCGI in Freedom Wireless Patent Lawsuit." The press release stated in pertinent part:

Boston Communications Group, Inc. (NASDAQ: BCGI), a provider of products and solutions that enable wireless operators to rapidly deploy and manage innovative voice and data services, today announced that the jury has reached a verdict in the patent infringement lawsuit brought by Freedom Wireless, Inc. against the Company. Today, the jury found that the Company and the other co-defendants jointly infringed two U.S. patents held by Freedom Wireless and the jury awarded Freedom Wireless approximately \$128 million for past infringement. **The jury also ruled that *bcgi* willfully infringed the patents, which could result in up to three times the amount of damages awarded and attorneys' fees.**

Before a final judgment can be rendered, the U.S. District Court in Massachusetts (the Court) is expected to act on additional post-trial motions and will hear a separate, non-jury trial regarding an unenforceability defense by *bcgi* and the other co-defendants. These additional motions and the trial are expected to begin on June 7, 2005 and to last approximately one to two weeks after they commence. If the Court rules in favor of *bcgi* and its co-defendants in the non-jury trial, the patents held by Freedom Wireless would become unenforceable, a decision that Freedom Wireless, Inc. may choose to appeal.

bcgi continues to believe that it does not infringe on the Freedom Wireless patents and that the patents are invalid in light of prior art. Therefore, if the Court rules against *bcgi* and the co-defendants in the non-jury trial, the Company expects to appeal the Court's decision to the Court of Appeals for the Federal Circuit. *bcgi* will likely be required to provide collateral or post a bond in order to appeal the Court's decision. If the Company is not successful in the non-jury trial, Freedom Wireless may seek to enjoin the Company from providing its prepaid wireless and Real-Time Billing service bureau in the United States, pending appeal.

In the first quarter of 2005, the Company's revenues from its U.S. prepaid wireless services were \$23.9 million, which represented 90% of its total revenues. If the Company is unable to provide adequate collateral or to post a sufficient bond or is enjoined during the appeals process, or if the Company is unable to get an adverse judgment reversed or to negotiate a commercially

acceptable license with Freedom Wireless to allow *bcgi* to continue to provide its products and services, then it will not be possible for the Company to provide the prepaid wireless or Real-Time Billing service bureau as currently offered in the United States. In that event, the Company may not be able to continue its ongoing operations or may need to seek protections under the bankruptcy code.

In addition, the Company learned that Freedom Wireless filed additional lawsuits on May 20, 2005 in the U.S. District Court in Massachusetts against *bcgi* and Alltel Corporation and *bcgi* and Nextel Communications alleging joint infringement on the same two patents. Freedom Wireless may also bring infringement actions against the Company's other customers who were not party to these lawsuits. If Freedom Wireless is successful against these other parties, these customers may stop using *bcgi's* prepaid wireless and Real-Time Billing service and *bcgi* may become obligated to indemnify them for their damages, which could be substantial. Even if the Company is successful in the non-jury trial or on appeal, due to the uncertainty of this process, the Company's existing customers may choose to stop using its prepaid wireless and Real-Time Billing service and the Company may be unable to obtain any new customers. These results would have a material adverse impact on the Company's business.

If today's verdict is upheld upon final judgment by the Court, the Company will record the amount then reasonably estimable as an expense in the Company's financial statements. This amount may be solely the Company's responsibility since the other defendants have claimed that *bcgi* is obligated to indemnify them for any damages they incur with respect to any infringement by the Company's technology.

"We disagree with the jury's decision regarding the infringement of Freedom Wireless patents," said E.Y. Snowden, president and CEO of *bcgi*. "Despite the jury verdict, it should be clear that subsequent motions before the Court could affect how the Court ultimately rules on this case. In addition, should the Court find in favor of Freedom Wireless on these subsequent motions, we expect to enter an appeals process and seek to have the ruling overturned in a higher court. Furthermore, we believe that the evidence does not support the verdict and its willfulness judgment."

47. On this news, the Company's stock price dropped from \$4.81 to \$1.75 on volume of 12,499,900 shares traded.

48. The public statements set forth above, and each of the financial statements contained in the reports filed with the SEC, were materially false and misleading; and omitted to set forth facts necessary to make such statements not misleading, for each of the following reasons:

- (a) the Company had willingly infringed upon Freedom Wireless' patents;
- (b) the Company's successful business model was premised upon the willful infringements of the patents of Freedom Wireless;
- (c) the Company's financial statements failed to comply with Generally Accepted Accounting Principles by failing to record sufficient reserves (of not less than \$100 million) because of the willful infringement upon Freedom Wireless' patents;
- (d) by reason of the failure to take adequate reserves, the Company's financial statements filed with the SEC overstated income, net profits and profits per share;
- (e) these failures of disclosure, directly impacted upon the Company's prospects for future growth and revenue.

SCIENTER ALLEGATIONS

49. As alleged herein, defendants acted with scienter in that defendants knew that the Company had willfully infringed upon Freedom Wireless' patents; knew that the Company did not take appropriate financial reserves in anticipation of a negative decision in the Freedom Wireless lawsuit; knew that the Company's public documents and statements issued or disseminated by or in the name of the Company were materially false and misleading; knew or recklessly disregarded that such statements or documents would be issued or disseminated to the investing public; and knowingly and substantially participated or acquiesced in the issuance or dissemination of such statements or documents as primary violators of the federal securities laws. As set forth elsewhere herein in detail, defendants, by virtue of their receipt of information

reflecting the true facts regarding BCGI and its business practices, their control over and/or receipt of BCGI's allegedly materially misleading misstatements and/or their associations with the Company which made them privy to confidential proprietary information concerning BCGI, were active and culpable participants in the fraudulent scheme alleged herein. Defendants knew and/or recklessly disregarded the falsity and misleading nature of the information which they caused to be disseminated to the investing public. The ongoing fraudulent scheme described in this complaint could not have been perpetrated over a substantial period of time, as has occurred, without the knowledge and complicity of the personnel at the highest level of the Company, including the Individual Defendants.

50. The Individual Defendants engaged in such a scheme to inflate the price of BCGI securities in order to: (i) protect and enhance their executive positions and the substantial compensation and prestige they obtained thereby; and (ii) maximize the value the defendants received from disposing of their personal holdings of BCGI securities at inflated prices. Individual Defendants collectively sold well over \$1 million in personally-controlled Company stock during the Class Period at prices inflated by their fraudulent conduct.

**APPLICABILITY OF PRESUMPTION OF RELIANCE:
FRAUD-ON-THE-MARKET DOCTRINE**

51. At all relevant times, the market for BCGI securities was an efficient market for the following reasons, among others:

- (a) BCGI's stock met the requirements for listing, and was listed and actively traded on the Nasdaq, a highly efficient and automated market;
- (b) As a regulated issuer, BCGI filed periodic public reports with the SEC and the Nasdaq;

(c) BCGI regularly communicated with public investors via established market communication mechanisms, including through regular disseminations of press releases on the national circuits of major newswire services and through other wide-ranging public disclosures, such as communications with the financial press and other similar reporting services; and

(d) BCGI was followed by several securities analysts employed by major brokerage firms who wrote reports which were distributed to the sales force and certain customers of their respective brokerage firms. Each of these reports was publicly available and entered the public marketplace.

52. As a result of the foregoing, the market for BCGI's securities promptly digested current information regarding BCGI from all publicly available sources and reflected such information in BCGI's stock price. Under these circumstances, all purchasers of BCGI securities during the Class Period suffered similar injury through their purchase of BCGI securities at artificially inflated prices and a presumption of reliance applies.

NO SAFE HARBOR

53. The statutory safe harbor provided for forward-looking statements under certain circumstances does not apply to any of the allegedly false statements pleaded in this complaint. Many of the specific statements pleaded herein were not identified as "forward-looking statements" when made. To the extent there were any forward-looking statements, there were no meaningful cautionary statements identifying important factors that could cause actual results to differ materially from those in the purportedly forward-looking statements. Alternatively, to the extent that the statutory safe harbor does apply to any forward-looking statements pleaded herein, defendants are liable for those false forward-looking statements because at the time each of those forward-looking statements was made, the particular speaker knew that the particular

forward-looking statement was false, and/or the forward-looking statement was authorized and/or approved by an executive officer of BCGI who knew that those statements were false when made.

FIRST CLAIM

**Violation Of Section 10(b) Of The Exchange Act And Rule 10b-5
Promulgated Thereunder Against All Defendants**

54. Plaintiff repeats and re-alleges each and every allegation contained above as if fully set forth herein.

55. During the Class Period, defendants carried out a plan, scheme and course of conduct which was intended to and, throughout the Class Period, did: (i) deceive the investing public, including plaintiff and other Class members, as alleged herein; and (ii) cause plaintiff and other members of the Class to purchase BCGI securities at artificially inflated prices. In furtherance of this unlawful scheme, plan and course of conduct, defendants, and each of them, took the actions set forth herein.

56. Defendants: (a) employed devices, schemes, and artifices to defraud; (b) made untrue statements of material fact and/or omitted to state material facts necessary to make the statements not misleading; and (c) engaged in acts, practices, and a course of business which operated as a fraud and deceit upon the purchasers of the Company's securities in an effort to maintain artificially high market prices for BCGI securities in violation of Section 10(b) of the Exchange Act and Rule 10b-5 promulgated thereunder. All defendants are sued either as primary participants in the wrongful and illegal conduct charged herein or as controlling persons as alleged below.

57. Defendants, individually and in concert, directly and indirectly, by the use, means or instrumentalities of interstate commerce and/or of the mails, engaged and participated in a

continuous course of conduct to conceal adverse material information about the business, operations and future prospects of BCGI as specified herein.

58. These defendants employed devices, schemes and artifices to defraud, while in possession of material adverse non-public information and engaged in acts, practices, and a course of conduct as alleged herein in an effort to assure investors of BCGI value and performance and continued substantial growth, which included the making of, or the participation in the making of, untrue statements of material facts and omitting to state material facts necessary to make the statements made about BCGI and its business operations and future prospects in the light of the circumstances under which they were made, not misleading, as set forth more particularly herein, and engaged in transactions, practices and a course of business which operated as a fraud and deceit upon the purchasers of BCGI securities during the Class Period.

59. Each of the Individual Defendant's primary liability, and controlling person liability, arises from the following facts: (i) the Individual Defendants were high-level executives and/or directors at the Company during the Class Period and members of the Company's management team or had control thereof; (ii) each of these defendants, by virtue of their responsibilities and activities as a senior officer and/or director of the Company was privy to and participated in the creation, development and reporting of the Company's internal budgets, plans, projections and/or reports; (iii) each of these defendants enjoyed significant personal contact and familiarity with the other defendants and was advised of and had access to other members of the Company's management team, internal reports and other data and information about the Company's finances, operations, and sales at all relevant times; and (iv) each of these defendants

was aware of the Company's dissemination of information to the investing public which they knew or recklessly disregarded was materially false and misleading.

60. The defendants had actual knowledge of the misrepresentations and omissions of material facts set forth herein, or acted with reckless disregard for the truth in that they failed to ascertain and to disclose such facts, even though such facts were available to them. Such defendant's material misrepresentations and/or omissions were done knowingly or recklessly and for the purpose and effect of concealing BCGI operating condition and future business prospects from the investing public and supporting the artificially inflated price of its securities. As demonstrated by defendant's misstatements of the Company's business, operations and earnings throughout the Class Period, defendants, if they did not have actual knowledge of the misrepresentations and omissions alleged, were reckless in failing to obtain such knowledge by deliberately refraining from taking those steps necessary to discover whether those statements were false or misleading.

61. As a result of the dissemination of the materially false and misleading information and failure to disclose material facts, as set forth above, the market price of BCGI securities was artificially inflated during the Class Period. In ignorance of the fact that the market prices of BCGI publicly-traded securities were artificially inflated, and relying directly or indirectly on the false and misleading statements made by defendants, or upon the integrity of the market in which the securities trade, and/or on the absence of material adverse information that was known to or recklessly disregarded by defendants but not disclosed in public statements by defendants during the Class Period, plaintiff and the other members of the Class acquired BCGI securities during the Class Period at artificially high prices and were damaged thereby.

62. At the time of said misrepresentations and omissions, plaintiff and other members of the Class were ignorant of their falsity, and believed them to be true. Had plaintiff and the other members of the Class and the marketplace known the truth regarding the true financial position, operating conditions and expenses that BCGI was experiencing, which were not disclosed by defendants, plaintiff and other members of the Class would not have purchased or otherwise acquired their BCGI securities, or, if they had acquired such securities during the Class Period, they would not have done so at the artificially inflated prices which they paid.

63. By virtue of the foregoing, defendants have violated Section 10(b) of the Exchange Act, and Rule 10b-5 promulgated thereunder.

64. As a direct and proximate result of defendant's wrongful conduct, plaintiff and the other members of the Class suffered damages in connection with their respective purchases and sales of the Company's securities during the Class Period.

SECOND CLAIM

Violation Of Section 20(a) Of The Exchange Act Against the Individual Defendants

65. Plaintiff repeats and re-alleges each and every allegation contained above as if fully set forth herein.

66. The Individual Defendants acted as controlling persons of BCGI within the meaning of Section 20(a) of the Exchange Act as alleged herein. By virtue of their high-level positions, and their ownership and contractual rights, participation in and/or awareness of the Company's operations and/or intimate knowledge of the false financial statements filed by the Company with the SEC and disseminated to the investing public, the Individual Defendants had the power to influence and control and did influence and control, directly or indirectly, the decision-making of the Company, including the content and dissemination of the various

statements which plaintiffs contend are false and misleading. The Individual Defendants were provided with or had unlimited access to copies of the Company's reports, press releases, public filings and other statements alleged by plaintiffs to be misleading prior to and/or shortly after these statements were issued and had the ability to prevent the issuance of the statements or cause the statements to be corrected.

67. In particular, each of these defendants had direct and supervisory involvement in the day-to-day operations of the Company and, therefore, is presumed to have had the power to control or influence the particular transactions giving rise to the securities violations as alleged herein, and exercised the same.

68. As set forth above, BCGI and the Individual Defendants each violated Section 10(b) and Rule 10b-5 by their acts and omissions as alleged in this Complaint. By virtue of their positions as controlling persons, the Individual Defendants are liable pursuant to Section 20(a) of the Exchange Act. As a direct and proximate result of defendant's wrongful conduct, plaintiff and other members of the Class suffered damages in connection with their purchases of the Company's securities during the Class Period.

PRAYER FOR RELIEF

WHEREFORE, plaintiff prays for relief and judgment, as follows:

A. Determining that this action is a proper class action, designating plaintiff as Lead Plaintiff and certifying plaintiff as a class representative under Rule 23 of the Federal Rules of Civil Procedure and plaintiff's counsel as Lead Counsel;

B. Awarding compensatory damages in favor of plaintiff and the other Class members against all defendants, jointly and severally, for all damages sustained as a result of defendant's wrongdoing, in an amount to be proven at trial, including interest thereon;

C. Awarding plaintiff and the Class their reasonable costs and expenses incurred in this action, including counsel fees and expert fees; and

D. Such other and further relief as the Court may deem just and proper.

JURY TRIAL DEMANDED

Plaintiff hereby demands a trial by jury.

Dated: June 6, 2005

Respectfully submitted,

GILMAN AND PASTOR, LLP

By: 

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JUN-01-2005 06:43

**CERTIFICATION OF NAMED PLAINTIFF
PURSUANT TO FEDERAL SECURITIES LAWS**

Rosenbaum Capital LLC ("plaintiff") declares, as to the claims asserted under the Federal Securities Laws, that:

1. Plaintiff has reviewed the complaint prepared by counsel and is willing to serve as a lead or named plaintiff in the Action on the basis of the allegations in that complaint or a substantively similar complaint or amended complaint to be filed. Plaintiff retains the Law Offices of Marc S. Henzel and such co-counsel it deems appropriate to associate with to pursue such action on a contingent fee basis.

2. Plaintiff did not purchase the Security that is the subject of the complaint at the direction of plaintiff's counsel or in order to participate in any private action arising under the Federal Securities Laws.

3. Plaintiff is willing to serve as a lead or representative party, either individually or as part of a group on behalf of a class, including providing testimony at deposition and trial, if necessary.

4. Plaintiff has made the following transactions during the Class Period in the stock of Boston Communications Inc. (NASDAQ: BCGI) that are subject of this action:

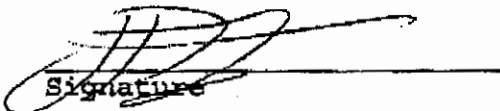
DATE	BUY OR SALE	AMOUNT OF SHARES	PRICE PER SHARE
	SEE ATTACHED		

5. In the past three years, plaintiff has sought to serve as a representative party on behalf of a class.

Rosenbaum Capital LLC v. Sharper Image Corp., N.D. CA. 05-01587

6. Plaintiff will not accept any payment for serving as a representative party on behalf of a class beyond plaintiff's pro rata share of any recovery, except such reasonable costs and expenses (including lost wages) directly relating to the representation of the Class as ordered or approved by the Court.

7. I declare under penalty of perjury that the foregoing is true and correct. Executed this 1st Day of June 2005.


Signature

JUN-01-2005 06:43

P.02

**CERTIFICATION OF NAMED PLAINTIFF
PURSUANT TO FEDERAL SECURITIES LAWS**

Rosenbaum Capital LLC ("plaintiff") declares, as to the claims asserted under the Federal Securities Laws, that:

1. Plaintiff has reviewed the complaint prepared by counsel and is willing to serve as a lead or named plaintiff in the Action on the basis of the allegations in that complaint or a substantively similar complaint or amended complaint to be filed. Plaintiff retains the Law Offices of Marc S. Henzel and such co-counsel it deems appropriate to associate with to pursue such action on a contingent fee basis.

2. Plaintiff did not purchase the Security that is the subject of the complaint at the direction of plaintiff's counsel or in order to participate in any private action arising under the Federal Securities Laws.

3. Plaintiff is willing to serve as a lead or representative party, either individually or as part of a group on behalf of a class, including providing testimony at deposition and trial, if necessary.

4. Plaintiff has made the following transactions during the Class Period in the securities of Boston Communications Inc. (NASDAQ: BCGI) that are subject of this action:

DATE	BUY OR SALE	AMOUNT OF SHARES	PRICE PER SHARE
	SEE ATTACHED		

5. In the past three years, plaintiff has sought to serve as a representative party on behalf of a class.

Rosenbaum Capital LLC v. Sharper Image Corp., N.D. CA. 05-01587

6. Plaintiff will not accept any payment for serving as a representative party on behalf of a class beyond plaintiff's pro rata share of any recovery, except such reasonable costs and expenses (including lost wages) directly relating to the representation of the Class as ordered or approved by the Court.

7. I declare under penalty of perjury that the foregoing is true and correct. Executed this 1st Day of June 2005.


Signature

BCGI TRADES FOR 43

DATE	ACCT SYMBOL	BOUGHT	SOLD	PRICE			
4/2/2004	435 BCGI		-200	\$12.4000	-\$2,480.0000		-200
4/2/2004	435 BCGI		-100	\$12.4100	-\$1,241.0000		-300
4/2/2004	435 BCGI		-200	\$12.4000	-\$2,480.0000		-500
4/2/2004	435 BCGI		-600	\$12.4900	-\$7,494.0000		-1100
4/2/2004	435 BCGI		-100	\$12.4900	-\$1,249.0000		-1200
4/5/2004	435 BCGI		-200	\$12.7100	-\$2,542.0000		-1400
4/5/2004	435 BCGI		-200	\$12.9800	-\$2,596.0000		-1600
4/5/2004	435 BCGI		-100	\$13.0500	-\$1,305.0000		-1700
4/8/2004	435 BCGI	100		\$12.9000	-\$1,290.0000		-1600
4/14/2004	435 BCGI		-100	\$12.4600	-\$1,246.0000		-1700
4/14/2004	435 BCGI		-200	\$12.4600	-\$2,492.0000		-1900
4/14/2004	435 BCGI	200		\$12.2000	-\$2,440.0000		-1700
4/14/2004	435 BCGI	160		\$12.2000	-\$1,952.0000		-1540
4/14/2004	435 BCGI	200		\$12.2000	-\$2,440.0000		-1340
4/14/2004	435 BCGI	100		\$12.2000	-\$1,220.0000		-1240
4/14/2004	435 BCGI	140		\$12.2000	-\$1,708.0000		-1100
4/15/2004	435 BCGI	100		\$12.0900	-\$1,209.0000		-1000
4/15/2004	435 BCGI	500		\$12.2000	-\$6,100.0000		-500
4/15/2004	435 BCGI	300		\$12.2000	-\$3,660.0000		-200
4/16/2004	435 BCGI	300		\$12.0800	-\$3,624.0000		100
4/16/2004	435 BCGI		-300	\$12.0000	-\$3,600.0000		-200
4/16/2004	435 BCGI		-500	\$11.8000	-\$5,900.0000		-700
4/19/2004	435 BCGI	100		\$11.5800	-\$1,158.0000		-600
4/19/2004	435 BCGI	100		\$11.5800	-\$1,158.0000		-500
4/20/2004	435 BCGI		-200	\$11.4500	-\$2,290.0000		-700
4/20/2004	435 BCGI		-1300	\$11.5000	-\$14,950.0000		-2000
4/20/2004	435 BCGI		-200	\$11.3500	-\$2,270.0000		-2200
4/20/2004	435 BCGI		-100	\$11.3500	-\$1,135.0000		-2300
4/20/2004	435 BCGI		-100	\$11.3600	-\$1,136.0000		-2400
4/20/2004	435 BCGI		-100	\$11.3600	-\$1,136.0000		-2500
4/20/2004	435 BCGI		-100	\$11.3600	-\$1,136.0000		-2600
4/20/2004	435 BCGI		-200	\$11.3700	-\$2,274.0000		-2800
4/20/2004	435 BCGI		-100	\$11.3600	-\$1,136.0000		-2900
4/20/2004	435 BCGI		-200	\$11.3700	-\$2,274.0000		-3100
4/20/2004	435 BCGI		-200	\$11.3700	-\$2,274.0000		-3300
4/20/2004	435 BCGI		-100	\$11.3700	-\$1,137.0000		-3400
4/20/2004	435 BCGI		-100	\$11.3700	-\$1,137.0000		-3500
4/20/2004	435 BCGI		-200	\$11.3700	-\$2,274.0000		-3700
4/20/2004	435 BCGI		-100	\$11.3700	-\$1,137.0000		-3800
4/20/2004	435 BCGI		-100	\$11.2900	-\$1,129.0000		-3900
4/21/2004	435 BCGI	300		\$11.1500	-\$3,345.0000		-3600
4/22/2004	435 BCGI	200		\$11.5700	-\$2,314.0000		-3400
4/22/2004	435 BCGI	100		\$11.5600	-\$1,156.0000		-3300
4/22/2004	435 BCGI	100		\$11.5600	-\$1,156.0000		-3200
4/22/2004	435 BCGI	200		\$11.9800	-\$2,396.0000		-3000
4/22/2004	435 BCGI	100		\$11.9800	-\$1,198.0000		-2900
4/26/2004	435 BCGI	200		\$11.1200	-\$2,224.0000		-2700

4/28/2004	435 BCGI	600		\$11.0400	-\$6,624.0000	-2100
4/28/2004	435 BCGI	100		\$11.3000	-\$1,130.0000	-2000
4/28/2004	435 BCGI	100		\$11.3000	-\$1,130.0000	-1900
4/28/2004	435 BCGI		-200	\$11.2000	-\$2,240.0000	-2100
4/28/2004	435 BCGI		-100	\$11.1900	-\$1,119.0000	-2200
4/28/2004	435 BCGI		-100	\$11.1900	-\$1,119.0000	-2300
4/28/2004	435 BCGI		-100	\$11.1900	-\$1,119.0000	-2400
4/28/2004	435 BCGI		-100	\$11.1900	-\$1,119.0000	-2500
4/28/2004	435 BCGI	100		\$11.1200	-\$1,112.0000	-2400
4/28/2004	435 BCGI	100		\$11.1500	-\$1,115.0000	-2300
4/28/2004	435 BCGI	100		\$11.1500	-\$1,115.0000	-2200
4/28/2004	435 BCGI	100		\$11.1800	-\$1,118.0000	-2100
4/28/2004	435 BCGI	100		\$11.1800	-\$1,118.0000	-2000
4/28/2004	435 BCGI	500		\$11.2100	-\$5,605.0000	-1500
4/29/2004	435 BCGI		-100	\$10.7000	-\$1,070.0000	-1600
4/29/2004	435 BCGI		-100	\$10.7000	-\$1,070.0000	-1700
5/3/2004	435 BCGI		-200	\$11.2400	-\$2,248.0000	-1900
5/3/2004	435 BCGI		-100	\$11.2400	-\$1,124.0000	-2000
5/11/2004	435 BCGI	900		\$11.2600	-\$10,134.0000	-1100
5/11/2004	435 BCGI	100		\$11.2600	-\$1,126.0000	-1000
5/11/2004	435 BCGI	100		\$11.3100	-\$1,131.0000	-900
5/11/2004	435 BCGI	300		\$11.3100	-\$3,393.0000	-600
5/13/2004	435 BCGI	100		\$10.7500	-\$1,075.0000	-500
5/13/2004	435 BCGI	100		\$10.7500	-\$1,075.0000	-400
5/13/2004	435 BCGI	200		\$10.9800	-\$2,196.0000	-200
5/13/2004	435 BCGI	100		\$10.9700	-\$1,097.0000	-100
5/13/2004	435 BCGI	300		\$11.0200	-\$3,306.0000	200
5/13/2004	435 BCGI	100		\$11.0200	-\$1,102.0000	300
5/13/2004	435 BCGI	100		\$11.0300	-\$1,103.0000	400
5/13/2004	435 BCGI	100		\$11.0300	-\$1,103.0000	500
5/13/2004	435 BCGI	100		\$11.0300	-\$1,103.0000	600
5/13/2004	435 BCGI	200		\$11.0300	-\$2,206.0000	800
5/14/2004	435 BCGI	100		\$10.9000	-\$1,090.0000	900
5/14/2004	435 BCGI		-200	\$10.9000	-\$2,180.0000	700
5/14/2004	435 BCGI		-500	\$10.9000	-\$5,450.0000	200
5/14/2004	435 BCGI		-100	\$10.9400	-\$1,094.0000	100
5/14/2004	435 BCGI		-100	\$10.9100	-\$1,091.0000	0
5/14/2004	435 BCGI		-300	\$10.9100	-\$3,273.0000	-300
5/14/2004	435 BCGI		-200	\$10.9100	-\$2,182.0000	-500
5/14/2004	435 BCGI		-100	\$10.9300	-\$1,093.0000	-600
5/14/2004	435 BCGI		-74	\$10.9500	-\$810.3000	-674
5/14/2004	435 BCGI		-100	\$10.9500	-\$1,095.0000	-774
5/14/2004	435 BCGI		-100	\$10.9500	-\$1,095.0000	-874
5/14/2004	435 BCGI		-100	\$10.9500	-\$1,095.0000	-974
5/14/2004	435 BCGI		-100	\$10.9500	-\$1,095.0000	-1074
5/14/2004	435 BCGI		-100	\$10.9500	-\$1,095.0000	-1174
5/14/2004	435 BCGI		-100	\$10.9300	-\$1,093.0000	-1274
5/17/2004	435 BCGI	141		\$10.6500	-\$1,501.6500	-1133
5/17/2004	435 BCGI	59		\$10.6500	-\$628.3500	-1074
5/18/2004	435 BCGI		-100	\$10.4200	-\$1,042.0000	-1174
5/18/2004	435 BCGI	100		\$10.3000	-\$1,030.0000	-1074
5/18/2004	435 BCGI	100		\$10.3000	-\$1,030.0000	-974

5/21/2004	435 BCGI		-100	\$10.3500	-\$1,035.0000	-1074
5/21/2004	435 BCGI		-1000	\$10.3500	-\$10,350.0000	-2074
5/21/2004	435 BCGI	100		\$10.7400	-\$1,074.0000	-1974
5/21/2004	435 BCGI	400		\$10.7500	-\$4,300.0000	-1574
5/24/2004	435 BCGI		-200	\$10.7400	-\$2,148.0000	-1774
6/4/2004	435 BCGI	92		\$10.6000	-\$975.2000	-1682
6/4/2004	435 BCGI	45		\$10.6000	-\$477.0000	-1637
6/4/2004	435 BCGI	63		\$10.6000	-\$667.8000	-1574
6/7/2004	435 BCGI		-400	\$10.4600	-\$4,184.0000	-1974
6/9/2004	435 BCGI		-300	\$10.5000	-\$3,150.0000	-2274
6/9/2004	435 BCGI		-100	\$10.5000	-\$1,050.0000	-2374
6/9/2004	435 BCGI		-1600	\$10.5000	-\$16,800.0000	-3974
6/9/2004	435 BCGI		-100	\$10.5000	-\$1,050.0000	-4074
6/9/2004	435 BCGI		-200	\$10.5000	-\$2,100.0000	-4274
6/9/2004	435 BCGI		-250	\$10.5000	-\$2,625.0000	-4524
6/9/2004	435 BCGI		-250	\$10.5000	-\$2,625.0000	-4774
6/9/2004	435 BCGI		-200	\$10.5000	-\$2,100.0000	-4974
6/9/2004	435 BCGI		-300	\$10.5900	-\$3,177.0000	-5274
6/9/2004	435 BCGI		-600	\$10.5800	-\$6,348.0000	-5874
6/10/2004	435 BCGI		-500	\$9.2600	-\$4,630.0000	-6374
6/10/2004	435 BCGI	100		\$8.2000	-\$820.0000	-6274
6/10/2004	435 BCGI	800		\$8.2000	-\$6,560.0000	-5474
6/10/2004	435 BCGI	100		\$8.2600	-\$826.0000	-5374
6/10/2004	435 BCGI	500		\$8.5600	-\$4,280.0000	-4874
6/10/2004	435 BCGI	500		\$8.5800	-\$4,290.0000	-4374
6/10/2004	435 BCGI	500		\$8.7400	-\$4,370.0000	-3874
6/10/2004	435 BCGI	100		\$9.1400	-\$914.0000	-3774
6/14/2004	435 BCGI		-300	\$9.0200	-\$2,706.0000	-4074
6/14/2004	435 BCGI		-200	\$9.0200	-\$1,804.0000	-4274
6/14/2004	435 BCGI	6		\$9.0200	-\$54.1200	-4268
6/14/2004	435 BCGI	100		\$9.0200	-\$902.0000	-4168
6/14/2004	435 BCGI	294		\$9.0200	-\$2,651.8800	-3874
6/14/2004	435 BCGI		-28	\$8.9900	-\$251.7200	-3902
6/14/2004	435 BCGI		-100	\$8.9900	-\$899.0000	-4002
6/14/2004	435 BCGI		-272	\$8.9900	-\$2,445.2800	-4274
6/14/2004	435 BCGI	446		\$9.0900	-\$4,054.1400	-3828
6/14/2004	435 BCGI	446		\$9.0900	-\$4,054.1400	-3382
6/14/2004	435 BCGI	708		\$9.0900	-\$6,435.7200	-2674
6/14/2004	435 BCGI		-300	\$8.9500	-\$2,685.0000	-2974
6/14/2004	435 BCGI		-200	\$8.9500	-\$1,790.0000	-3174
6/14/2004	435 BCGI		-100	\$8.9500	-\$895.0000	-3274
6/15/2004	435 BCGI	400		\$8.6600	-\$3,464.0000	-2874
6/16/2004	435 BCGI		-800	\$8.9900	-\$7,192.0000	-3674
6/16/2004	435 BCGI		-200	\$8.9900	-\$1,798.0000	-3874
6/16/2004	435 BCGI		-6	\$8.9800	-\$53.8800	-3880
6/16/2004	435 BCGI		-794	\$8.9800	-\$7,130.1200	-4674
6/16/2004	435 BCGI		-400	\$8.9800	-\$3,592.0000	-5074
6/18/2004	435 BCGI		-2300	\$9.4700	-\$21,781.0000	-7374
6/18/2004	435 BCGI	2000		\$9.4700	-\$18,940.0000	-5374
6/18/2004	435 BCGI	2400		\$9.4700	-\$22,728.0000	-2974
6/21/2004	435 BCGI		-100	\$9.3500	-\$935.0000	-3074
6/21/2004	435 BCGI		-100	\$9.3500	-\$935.0000	-3174

6/21/2004	435 BCGI		-300	\$9.3500	-\$2,805.0000	-3474
6/21/2004	435 BCGI		-100	\$9.4600	-\$946.0000	-3574
6/21/2004	435 BCGI		-100	\$9.3200	-\$932.0000	-3674
6/21/2004	435 BCGI		-100	\$9.3700	-\$937.0000	-3774
6/22/2004	435 BCGI		-500	\$9.4600	-\$4,730.0000	-4274
6/22/2004	435 BCGI		-600	\$9.4600	-\$5,676.0000	-4874
6/23/2004	435 BCGI		-100	\$9.7000	-\$970.0000	-4974
6/23/2004	435 BCGI		-100	\$9.7000	-\$970.0000	-5074
6/23/2004	435 BCGI		-100	\$9.7000	-\$970.0000	-5174
6/23/2004	435 BCGI		-100	\$9.7000	-\$970.0000	-5274
6/23/2004	435 BCGI		-100	\$9.7000	-\$970.0000	-5374
6/23/2004	435 BCGI		-400	\$9.7500	-\$3,900.0000	-5774
6/23/2004	435 BCGI		-100	\$9.7500	-\$975.0000	-5874
6/25/2004	435 BCGI		-200	\$9.9700	-\$1,994.0000	-6074
6/30/2004	435 BCGI		-109	\$10.3200	-\$1,124.8800	-6183
6/30/2004	435 BCGI		-191	\$10.3200	-\$1,971.1200	-6374
7/1/2004	435 BCGI	300		\$9.9200	-\$2,976.0000	-6074
7/6/2004	435 BCGI	100		\$9.4500	-\$945.0000	-5974
7/6/2004	435 BCGI		-300	\$9.4900	-\$2,847.0000	-6274
7/6/2004	435 BCGI	300		\$9.6500	-\$2,895.0000	-5974
7/6/2004	435 BCGI	200		\$9.4800	-\$1,896.0000	-5774
7/12/2004	435 BCGI		-100	\$9.4700	-\$947.0000	-5874
7/12/2004	435 BCGI	100		\$9.3200	-\$932.0000	-5774
7/12/2004	435 BCGI	100		\$9.3200	-\$932.0000	-5674
7/14/2004	435 BCGI	100		\$9.1700	-\$917.0000	-5574
7/14/2004	435 BCGI	200		\$9.1700	-\$1,834.0000	-5374
7/16/2004	435 BCGI	2400		\$8.9100	-\$21,384.0000	-2974
7/16/2004	435 BCGI	39		\$9.0100	-\$351.3900	-2935
7/16/2004	435 BCGI	61		\$9.0100	-\$549.6100	-2874
7/19/2004	435 BCGI	17		\$8.8600	-\$150.6200	-2857
7/19/2004	435 BCGI	83		\$8.8600	-\$735.3800	-2774
7/20/2004	435 BCGI	100		\$8.6900	-\$869.0000	-2674
7/21/2004	435 BCGI		-213	\$8.4300	-\$1,795.5900	-2887
7/21/2004	435 BCGI		-74	\$8.4000	-\$621.6000	-2961
7/21/2004	435 BCGI		-426	\$8.4000	-\$3,578.4000	-3387
7/21/2004	435 BCGI	300		\$8.3800	-\$2,514.0000	-3087
7/21/2004	435 BCGI	100		\$8.3300	-\$833.0000	-2987
7/21/2004	435 BCGI	100		\$8.3300	-\$833.0000	-2887
7/21/2004	435 BCGI	200		\$8.3300	-\$1,666.0000	-2687
7/21/2004	435 BCGI	70		\$8.3000	-\$581.0000	-2617
7/22/2004	435 BCGI	400		\$8.2100	-\$3,284.0000	-2217
7/22/2004	435 BCGI	100		\$8.2100	-\$821.0000	-2117
7/26/2004	435 BCGI		-100	\$8.3500	-\$835.0000	-2217
8/3/2004	435 BCGI		-100	\$8.6600	-\$866.0000	-2317
8/5/2004	435 BCGI		-100	\$8.5500	-\$855.0000	-2417
8/9/2004	435 BCGI		-200	\$8.3000	-\$1,660.0000	-2617
8/9/2004	435 BCGI		-100	\$8.3100	-\$831.0000	-2717
8/9/2004	435 BCGI		-99	\$8.3000	-\$821.7000	-2816
8/9/2004	435 BCGI		-200	\$8.3100	-\$1,662.0000	-3016
8/9/2004	435 BCGI		-1	\$8.3000	-\$8.3000	-3017
8/9/2004	435 BCGI		-94	\$8.2500	-\$775.5000	-3111
8/9/2004	435 BCGI		-6	\$8.2500	-\$49.5000	-3117

8/13/2004	435 BCGI	83		\$7.8500	-\$651.5500	-3034
8/13/2004	435 BCGI	100		\$7.8500	-\$785.0000	-2934
8/13/2004	435 BCGI	117		\$7.8600	-\$919.6200	-2817
8/20/2004	435 BCGI		-100	\$8.3400	-\$834.0000	-2917
9/9/2004	435 BCGI		-300	\$8.0700	-\$2,421.0000	-3217
9/13/2004	435 BCGI		-105	\$8.3300	-\$874.6500	-3322
9/13/2004	435 BCGI		-100	\$8.3300	-\$833.0000	-3422
9/13/2004	435 BCGI		-95	\$8.3300	-\$791.3500	-3517
9/15/2004	435 BCGI		-200	\$8.3200	-\$1,664.0000	-3717
9/16/2004	435 BCGI		-200	\$8.3600	-\$1,672.0000	-3917
9/17/2004	435 BCGI		-100	\$8.3600	-\$836.0000	-4017
9/17/2004	435 BCGI	200		\$8.3000	-\$1,660.0000	-3817
9/17/2004	435 BCGI	3000		\$8.2800	-\$24,840.0000	-817
9/17/2004	435 BCGI	1000		\$8.2800	-\$8,280.0000	183
9/20/2004	435 BCGI		-100	\$8.4800	-\$848.0000	83
9/27/2004	435 BCGI	100		\$8.1500	-\$815.0000	183
9/27/2004	435 BCGI	100		\$8.1400	-\$814.0000	283
9/27/2004	435 BCGI	100		\$8.1400	-\$814.0000	383
10/4/2004	435 BCGI		-100	\$9.0700	-\$907.0000	283
10/4/2004	435 BCGI		-100	\$9.0600	-\$906.0000	183
10/4/2004	435 BCGI		-15	\$9.0600	-\$135.9000	168
10/4/2004	435 BCGI		-100	\$9.0600	-\$906.0000	68
10/4/2004	435 BCGI		-100	\$9.0600	-\$906.0000	-32
10/4/2004	435 BCGI		-100	\$9.0600	-\$906.0000	-132
10/4/2004	435 BCGI		-85	\$9.0600	-\$770.1000	-217
10/4/2004	435 BCGI		-247	\$9.3100	-\$2,299.5700	-464
10/4/2004	435 BCGI		-100	\$9.2900	-\$929.0000	-564
10/4/2004	435 BCGI		-53	\$9.2900	-\$492.3700	-617
10/4/2004	435 BCGI		-100	\$9.2900	-\$929.0000	-717
10/4/2004	435 BCGI		-147	\$9.2900	-\$1,365.6300	-864
10/5/2004	435 BCGI		-100	\$9.4300	-\$943.0000	-964
10/5/2004	435 BCGI		-46	\$9.4300	-\$433.7800	-1010
10/11/2004	435 BCGI	200		\$8.9700	-\$1,794.0000	-810
10/11/2004	435 BCGI	100		\$8.9700	-\$897.0000	-710
10/11/2004	435 BCGI	100		\$8.9700	-\$897.0000	-610
10/11/2004	435 BCGI	100		\$8.9700	-\$897.0000	-510
10/12/2004	435 BCGI	26		\$8.8000	-\$228.8000	-484
10/12/2004	435 BCGI	100		\$8.8100	-\$881.0000	-384
10/12/2004	435 BCGI	74		\$8.8100	-\$651.9400	-310
10/12/2004	435 BCGI		-121	\$8.9200	-\$1,079.3200	-431
10/14/2004	435 BCGI	100		\$8.6200	-\$862.0000	-331
10/14/2004	435 BCGI	231		\$8.6200	-\$1,991.2200	-100
10/18/2004	435 BCGI		-100	\$8.9300	-\$893.0000	-200
10/18/2004	435 BCGI		-100	\$8.9300	-\$893.0000	-300
10/18/2004	435 BCGI		-100	\$8.9300	-\$893.0000	-400
10/19/2004	435 BCGI	100		\$8.8400	-\$884.0000	-300
10/19/2004	435 BCGI	39		\$8.8400	-\$344.7600	-261
10/20/2004	435 BCGI		-80	\$9.1900	-\$735.2000	-341
10/20/2004	435 BCGI		-20	\$9.1900	-\$183.8000	-361
10/20/2004	435 BCGI		-200	\$9.1900	-\$1,838.0000	-561
10/28/2004	435 BCGI	100		\$8.9800	-\$898.0000	-461
10/28/2004	435 BCGI	100		\$8.9800	-\$898.0000	-361

10/28/2004	435 BCGI	100		\$8.9800	-\$898.0000	-261
11/1/2004	435 BCGI	64		\$8.9800	-\$574.7200	-197
11/5/2004	435 BCGI	100		\$8.9200	-\$892.0000	-97
11/5/2004	435 BCGI	56		\$8.9200	-\$499.5200	-41
11/15/2004	435 BCGI		-144	\$9.1900	-\$1,323.3600	-185
11/18/2004	435 BCGI		-200	\$9.4900	-\$1,898.0000	-385
11/18/2004	435 BCGI		-700	\$9.4900	-\$6,643.0000	-1085
11/18/2004	435 BCGI		-400	\$9.4900	-\$3,796.0000	-1485
11/18/2004	435 BCGI		-500	\$9.4900	-\$4,745.0000	-1985
11/19/2004	435 BCGI	100		\$9.3000	-\$930.0000	-1885
11/19/2004	435 BCGI	64		\$9.3000	-\$595.2000	-1821
11/22/2004	435 BCGI		-100	\$9.3500	-\$935.0000	-1921
11/23/2004	435 BCGI	100		\$9.2700	-\$927.0000	-1821
11/23/2004	435 BCGI	64		\$9.2700	-\$593.2800	-1757
11/24/2004	435 BCGI		-100	\$9.3400	-\$934.0000	-1857
11/29/2004	435 BCGI	100		\$9.1800	-\$918.0000	-1757
11/29/2004	435 BCGI	100		\$9.1800	-\$918.0000	-1657
11/29/2004	435 BCGI	100		\$9.1800	-\$918.0000	-1557
11/29/2004	435 BCGI	12		\$9.1800	-\$110.1600	-1545
11/30/2004	435 BCGI	218		\$9.2000	-\$2,005.6000	-1327
11/30/2004	435 BCGI	525		\$8.9100	-\$4,677.7500	-802
12/1/2004	435 BCGI		-27	\$9.0500	-\$244.3500	-829
12/1/2004	435 BCGI		-100	\$9.0500	-\$905.0000	-929
12/1/2004	435 BCGI		-93	\$9.0500	-\$841.6500	-1022
12/2/2004	435 BCGI		-300	\$9.2600	-\$2,778.0000	-1322
12/3/2004	435 BCGI	400		\$9.2500	-\$3,700.0000	-922
12/3/2004	435 BCGI	100		\$9.2500	-\$925.0000	-822
12/3/2004	435 BCGI	200		\$9.2500	-\$1,850.0000	-622
12/3/2004	435 BCGI		-274	\$9.0800	-\$2,487.9200	-896
12/7/2004	435 BCGI		-74	\$9.5300	-\$705.2200	-970
12/7/2004	435 BCGI		-54	\$9.5400	-\$515.1600	-1024
12/8/2004	435 BCGI		-100	\$9.6300	-\$963.0000	-1124
12/8/2004	435 BCGI		-61	\$9.6200	-\$586.8200	-1185
12/9/2004	435 BCGI	100		\$9.5400	-\$954.0000	-1085
12/9/2004	435 BCGI	100		\$9.5400	-\$954.0000	-985
12/9/2004	435 BCGI	100		\$9.5500	-\$955.0000	-885
12/10/2004	435 BCGI	100		\$9.8500	-\$985.0000	-785
12/10/2004	435 BCGI	87		\$9.8500	-\$856.9500	-698
12/10/2004	435 BCGI		-100	\$9.8600	-\$986.0000	-798
12/10/2004	435 BCGI		-400	\$9.8600	-\$3,944.0000	-1198
12/10/2004	435 BCGI		-200	\$9.8600	-\$1,972.0000	-1398
12/10/2004	435 BCGI		-100	\$9.8600	-\$986.0000	-1498
12/13/2004	435 BCGI		-300	\$10.0900	-\$3,027.0000	-1798
12/13/2004	435 BCGI		-300	\$10.0900	-\$3,027.0000	-2098
12/13/2004	435 BCGI		-100	\$10.0900	-\$1,009.0000	-2198
12/13/2004	435 BCGI		-38	\$10.0900	-\$383.4200	-2236
12/14/2004	435 BCGI	200		\$9.8600	-\$1,972.0000	-2036
12/14/2004	435 BCGI	400		\$9.8700	-\$3,948.0000	-1636
12/14/2004	435 BCGI	100		\$9.8700	-\$987.0000	-1536
12/14/2004	435 BCGI	200		\$9.8700	-\$1,974.0000	-1336
12/15/2004	435 BCGI		-100	\$9.8900	-\$989.0000	-1436
12/15/2004	435 BCGI		-74	\$9.8900	-\$731.8600	-1510

12/16/2004	435 BCGI	100		\$9.6500	-\$965.0000	-1410
12/16/2004	435 BCGI	100		\$9.6500	-\$965.0000	-1310
12/16/2004	435 BCGI	800		\$9.6500	-\$7,720.0000	-510
12/16/2004	435 BCGI	82		\$9.6300	-\$789.6600	-428
12/16/2004	435 BCGI	100		\$9.6300	-\$963.0000	-328
12/16/2004	435 BCGI	100		\$9.6300	-\$963.0000	-228
12/16/2004	435 BCGI	200		\$9.6400	-\$1,928.0000	-28
12/16/2004	435 BCGI	18		\$9.6400	-\$173.5200	-10
12/17/2004	435 BCGI		-500	\$9.5000	-\$4,750.0000	-510
12/17/2004	435 BCGI		-100	\$9.5000	-\$950.0000	-610
12/17/2004	435 BCGI	2200		\$9.5000	-\$20,900.0000	1590
12/17/2004	435 BCGI	12		\$9.5600	-\$114.7200	1602
12/17/2004	435 BCGI	100		\$9.5800	-\$958.0000	1702
12/17/2004	435 BCGI	100		\$9.5700	-\$957.0000	1802
12/17/2004	435 BCGI	100		\$9.5800	-\$958.0000	1902
12/17/2004	435 BCGI	212		\$9.5800	-\$2,030.9600	2114
12/30/2004	435 BCGI	76		\$9.4000	-\$714.4000	2190
1/3/2005	435 BCGI		-25	\$9.2500	-\$231.2500	2165
1/3/2005	435 BCGI		-100	\$9.2500	-\$925.0000	2065
1/3/2005	435 BCGI		-475	\$9.2500	-\$4,393.7500	1590
1/4/2005	435 BCGI	125		\$9.0000	-\$1,125.0000	1715
1/5/2005	435 BCGI	58		\$8.9100	-\$516.7800	1773
1/6/2005	435 BCGI		-100	\$9.1000	-\$910.0000	1673
1/6/2005	435 BCGI		-12	\$9.1000	-\$109.2000	1661
1/7/2005	435 BCGI	76		\$9.0800	-\$690.0800	1737
1/10/2005	435 BCGI		-248	\$9.3900	-\$2,328.7200	1489
1/12/2005	435 BCGI		-57	\$9.4700	-\$539.7900	1432
1/13/2005	435 BCGI	71		\$9.4400	-\$670.2400	1503
1/14/2005	435 BCGI	265		\$9.2500	-\$2,451.2500	1768
1/18/2005	435 BCGI		-111	\$9.3800	-\$1,041.1800	1657
1/19/2005	435 BCGI	75		\$9.3900	-\$704.2500	1732
1/20/2005	435 BCGI	9		\$9.0700	-\$81.6300	1741
1/20/2005	435 BCGI	100		\$9.0700	-\$907.0000	1841
1/20/2005	435 BCGI	56		\$9.0700	-\$507.9200	1897
1/21/2005	435 BCGI	94		\$8.8800	-\$834.7200	1991
1/21/2005	435 BCGI		-1000	\$8.9200	-\$8,920.0000	991
1/24/2005	435 BCGI		-35	\$8.9600	-\$313.6000	956
1/25/2005	435 BCGI	76		\$8.8100	-\$669.5600	1032
1/27/2005	435 BCGI		-100	\$8.2000	-\$820.0000	932
1/27/2005	435 BCGI		-200	\$8.2000	-\$1,640.0000	732
1/27/2005	435 BCGI		-100	\$8.2000	-\$820.0000	632
1/27/2005	435 BCGI		-100	\$8.2000	-\$820.0000	532
1/27/2005	435 BCGI		-100	\$8.1000	-\$810.0000	432
1/27/2005	435 BCGI		-400	\$8.1000	-\$3,240.0000	32
1/27/2005	435 BCGI		-200	\$7.9800	-\$1,596.0000	-168
1/28/2005	435 BCGI		-100	\$7.6000	-\$760.0000	-268
1/28/2005	435 BCGI		-100	\$7.6000	-\$760.0000	-368
1/28/2005	435 BCGI		-100	\$7.6000	-\$760.0000	-468
1/28/2005	435 BCGI		-100	\$7.5800	-\$758.0000	-568
1/28/2005	435 BCGI		-150	\$7.5700	-\$1,135.5000	-718
1/28/2005	435 BCGI		-100	\$7.8900	-\$789.0000	-818
1/28/2005	435 BCGI		-197	\$7.8800	-\$1,552.3600	-1015

1/28/2005	435 BCGI		-100	\$7.6200	-\$762.0000	-1115
1/28/2005	435 BCGI		-100	\$7.6100	-\$761.0000	-1215
1/28/2005	435 BCGI		-100	\$7.6000	-\$760.0000	-1315
1/28/2005	435 BCGI		-100	\$7.6100	-\$761.0000	-1415
1/28/2005	435 BCGI		-100	\$7.5800	-\$758.0000	-1515
2/2/2005	435 BCGI	269		\$7.4600	-\$2,006.7400	-1246
2/2/2005	435 BCGI	100		\$7.4700	-\$747.0000	-1146
2/2/2005	435 BCGI	31		\$7.4700	-\$231.5700	-1115
2/4/2005	435 BCGI		-100	\$7.6400	-\$764.0000	-1215
2/4/2005	435 BCGI		-28	\$7.6400	-\$213.9200	-1243
2/7/2005	435 BCGI	100		\$7.5500	-\$755.0000	-1143
2/7/2005	435 BCGI	30		\$7.5500	-\$226.5000	-1113
2/10/2005	435 BCGI	100		\$7.1200	-\$712.0000	-1013
2/10/2005	435 BCGI	100		\$7.1200	-\$712.0000	-913
2/10/2005	435 BCGI	100		\$7.1200	-\$712.0000	-813
2/10/2005	435 BCGI	231		\$7.1300	-\$1,647.0300	-582
2/11/2005	435 BCGI	100		\$6.9500	-\$695.0000	-482
2/11/2005	435 BCGI	102		\$6.9500	-\$708.9000	-380
2/14/2005	435 BCGI		-500	\$7.4200	-\$3,710.0000	-880
2/15/2005	435 BCGI		-100	\$7.9300	-\$793.0000	-980
2/15/2005	435 BCGI		-100	\$7.9100	-\$791.0000	-1080
2/15/2005	435 BCGI		-100	\$7.9100	-\$791.0000	-1180
2/15/2005	435 BCGI		-100	\$7.9100	-\$791.0000	-1280
2/15/2005	435 BCGI		-100	\$7.9100	-\$791.0000	-1380
2/15/2005	435 BCGI		-250	\$7.9200	-\$1,980.0000	-1630
2/16/2005	435 BCGI	160		\$7.7400	-\$1,238.4000	-1470
2/17/2005	435 BCGI	100		\$7.4900	-\$749.0000	-1370
2/17/2005	435 BCGI	15		\$7.4900	-\$112.3500	-1355
2/17/2005	435 BCGI	100		\$7.5100	-\$751.0000	-1255
2/17/2005	435 BCGI	200		\$7.5100	-\$1,502.0000	-1055
2/17/2005	435 BCGI	100		\$7.5100	-\$751.0000	-955
2/18/2005	435 BCGI		-100	\$7.5500	-\$755.0000	-1055
2/18/2005	435 BCGI		-100	\$7.5500	-\$755.0000	-1155
2/18/2005	435 BCGI		-73	\$7.5500	-\$551.1500	-1228
2/18/2005	435 BCGI		-100	\$7.5600	-\$756.0000	-1328
2/18/2005	435 BCGI		-200	\$7.5600	-\$1,512.0000	-1528
2/18/2005	435 BCGI	2500		\$7.6800	-\$19,200.0000	972
2/24/2005	435 BCGI	39		\$7.5300	-\$293.6700	1011
3/2/2005	435 BCGI	100		\$7.2400	-\$724.0000	1111
3/2/2005	435 BCGI	78		\$7.2400	-\$564.7200	1189
3/7/2005	435 BCGI	3		\$7.0900	-\$21.2700	1192
3/7/2005	435 BCGI	100		\$7.1000	-\$710.0000	1292
3/7/2005	435 BCGI	12		\$7.1000	-\$85.2000	1304
3/8/2005	435 BCGI	96		\$6.9400	-\$666.2400	1400
3/10/2005	435 BCGI	100		\$6.5300	-\$653.0000	1500
3/10/2005	435 BCGI	359		\$6.5300	-\$2,344.2700	1859
3/18/2005	435 BCGI	100		\$7.4600	-\$746.0000	1959
3/18/2005	435 BCGI	400		\$7.4600	-\$2,984.0000	2359
3/18/2005	435 BCGI	100		\$7.4600	-\$746.0000	2459
3/18/2005	435 BCGI	100		\$7.4600	-\$746.0000	2559
3/18/2005	435 BCGI		-100	\$7.5400	-\$754.0000	2459
3/18/2005	435 BCGI		-200	\$7.5400	-\$1,508.0000	2259

3/18/2005	435 BCGI		-100	\$7.5300	-\$753.0000	2159
3/18/2005	435 BCGI		-100	\$7.5300	-\$753.0000	2059
3/22/2005	435 BCGI		-100	\$7.5300	-\$753.0000	1959
3/22/2005	435 BCGI		-106	\$7.5200	-\$797.1200	1853
3/22/2005	435 BCGI		-59	\$7.5100	-\$443.0900	1794
3/23/2005	435 BCGI	9		\$7.3300	-\$65.9700	1803
4/8/2005	435 BCGI	1300		\$6.5500	-\$8,515.0000	3103
4/11/2005	435 BCGI	200		\$6.3000	-\$1,260.0000	3303
4/18/2005	435 BCGI	154		\$6.1900	-\$953.2600	3457
4/21/2005	435 BCGI		-63	\$6.4000	-\$403.2000	3394
4/27/2005	435 BCGI	184		\$5.8300	-\$1,072.7200	3578
5/6/2005	435 BCGI	33		\$5.7600	-\$190.0800	3611
5/10/2005	435 BCGI		-100	\$5.9800	-\$598.0000	3511
		47,240	-43,729		-\$857,649.8000	

4/16/2004	435 QGBAPR10C	3		\$1.9000	-\$570.0000	
4/15/2004	435 QGBAPR12C		-10	\$0.1000	-\$100.0000	
4/16/2004	435 QGBAPR12C		-10	\$0.0000	\$0.0000	
3/22/2005	435 QGBAPR7C	4		\$0.4000	-\$160.0000	
3/22/2005	435 QGBAPR7C	2		\$0.4000	-\$80.0000	
4/15/2005	435 QGBAPR7C		-6	\$0.0000	\$0.0000	
6/23/2004	435 QGBAUG10C	10		\$0.6000	-\$600.0000	
7/9/2004	435 QGBAUG10C	10		\$0.4000	-\$400.0000	
7/22/2004	435 QGBAUG10C		-30	\$0.1500	-\$450.0000	
8/20/2004	435 QGBAUG10C	10		\$0.0000	\$0.0000	
7/9/2004	435 QGBAUG10P	1		\$0.9500	-\$95.0000	
8/20/2004	435 QGBAUG10P		-1	\$1.6600	-\$166.0000	
5/19/2004	435 QGBDEC10C		-3	\$2.6500	-\$795.0000	
6/14/2004	435 QGBDEC10C	6		\$1.1000	-\$660.0000	
6/14/2004	435 QGBDEC10C	8		\$1.1000	-\$880.0000	
6/18/2004	435 QGBDEC10C	3		\$1.3000	-\$390.0000	
6/21/2004	435 QGBDEC10C	10		\$1.1500	-\$1,150.0000	
6/22/2004	435 QGBDEC10C	10		\$1.0500	-\$1,050.0000	
10/4/2004	435 QGBDEC10C	10		\$0.4500	-\$450.0000	
12/17/2004	435 QGBDEC10C		-44	\$0.0000	\$0.0000	
6/10/2004	435 QGBDEC10P	2		\$2.0000	-\$400.0000	
8/9/2004	435 QGBDEC10P		-10	\$2.2500	-\$2,250.0000	
8/13/2004	435 QGBDEC10P	5		\$2.5000	-\$1,250.0000	
11/30/2004	435 QGBDEC10P	4		\$0.9500	-\$380.0000	
12/17/2004	435 QGBDEC10P		-1	\$0.5000	-\$50.0000	
4/21/2004	435 QGBDEC12C	2		\$1.9500	-\$390.0000	
6/21/2004	435 QGBDEC12C	5		\$0.5500	-\$275.0000	
6/23/2004	435 QGBDEC12C	10		\$0.4500	-\$450.0000	
7/23/2004	435 QGBDEC12C	4		\$0.2000	-\$80.0000	
11/30/2004	435 QGBDEC12C	10		\$0.0500	-\$50.0000	
12/17/2004	435 QGBDEC12C		-31	\$0.0000	\$0.0000	
5/3/2004	435 QGBDEC12P	5		\$2.9000	-\$1,450.0000	
12/17/2004	435 QGBDEC12P		-5	\$3.0000	-\$1,500.0000	
7/21/2004	435 QGBDEC7C	4		\$1.6000	-\$640.0000	
11/18/2004	435 QGBDEC7C	18		\$2.0000	-\$3,600.0000	
12/17/2004	435 QGBDEC7C		-22	\$2.0000	-\$4,400.0000	

1/27/2005	435 QGBFEB7C	15		\$0.9500	-\$1,425.0000
1/28/2005	435 QGBFEB7C	10		\$0.5500	-\$550.0000
2/18/2005	435 QGBFEB7C		-25	\$0.1800	-\$450.0000
1/27/2005	435 QGBFEB7P		-10	\$0.3000	-\$300.0000
1/27/2005	435 QGBFEB7P		-5	\$0.3000	-\$150.0000
2/18/2005	435 QGBFEB7P	15		\$0.0000	\$0.0000
12/3/2004	435 QGBJAN10P	10		\$1.0500	-\$1,050.0000
1/21/2005	435 QGBJAN10P		-10	\$1.0800	-\$1,080.0000
6/9/2004	435 QGBJUL10C	40		\$0.9500	-\$3,800.0000
6/9/2004	435 QGBJUL10C	10		\$0.9500	-\$950.0000
7/9/2004	435 QGBJUL10C		-10	\$0.0500	-\$50.0000
7/16/2004	435 QGBJUL10C		-40	\$0.0000	\$0.0000
6/16/2004	435 QGBJUL10P		-20	\$1.3500	-\$2,700.0000
7/6/2004	435 QGBJUL10P		-4	\$0.7000	-\$280.0000
7/16/2004	435 QGBJUL10P	24		\$1.0900	-\$2,616.0000
5/14/2004	435 QGBJUN10C	10		\$1.3500	-\$1,350.0000
5/14/2004	435 QGBJUN10C	10		\$1.3500	-\$1,350.0000
5/14/2004	435 QGBJUN10C	10		\$1.3500	-\$1,350.0000
6/1/2004	435 QGBJUN10C		-3	\$1.1000	-\$330.0000
6/18/2004	435 QGBJUN10C		-27	\$0.0000	\$0.0000
5/11/2004	435 QGBJUN10P	27		\$0.4000	-\$1,080.0000
5/13/2004	435 QGBJUN10P	40		\$0.4500	-\$1,800.0000
6/9/2004	435 QGBJUN10P		-20	\$0.1000	-\$200.0000
6/14/2004	435 QGBJUN10P	10		\$0.9000	-\$900.0000
6/14/2004	435 QGBJUN10P	6		\$0.9000	-\$540.0000
6/14/2004	435 QGBJUN10P	6		\$0.9000	-\$540.0000
6/18/2004	435 QGBJUN10P		-23	\$0.5299	-\$1,218.7700
6/18/2004	435 QGBJUN12C		-8	\$0.0000	\$0.0000
4/28/2004	435 QGBJUN12P		-10	\$1.8500	-\$1,850.0000
5/11/2004	435 QGBJUN12P	6		\$1.6500	-\$990.0000
5/21/2004	435 QGBJUN12P		-20	\$2.1000	-\$4,200.0000
6/18/2004	435 QGBJUN12P	24		\$3.0300	-\$7,272.0000
4/20/2004	435 QGBJUN7C	20		\$4.0000	-\$8,000.0000
6/18/2004	435 QGBJUN7C		-20	\$1.9700	-\$3,940.0000
3/10/2005	435 QGBJUN7C		-10	\$0.6000	-\$600.0000
6/18/2004	435 QGBJUN7P		-5	\$0.0000	\$0.0000
1/3/2005	435 QGBMAR10C	20		\$0.4000	-\$800.0000
3/18/2005	435 QGBMAR10C		-20	\$0.0000	\$0.0000
1/28/2005	435 QGBMAR7C	10		\$0.7500	-\$750.0000
3/18/2005	435 QGBMAR7C		-10	\$0.0000	\$0.0000
4/16/2004	435 QGBMAY10C	7		\$2.0000	-\$1,400.0000
4/20/2004	435 QGBMAY10C	1		\$1.5500	-\$155.0000
5/3/2004	435 QGBMAY10C	3		\$1.4500	-\$435.0000
5/21/2004	435 QGBMAY10C	1		\$0.3500	-\$35.0000
4/20/2004	435 QGBMAY10P		-10	\$0.5000	-\$500.0000
4/28/2004	435 QGBMAY10P	10		\$0.2000	-\$200.0000
4/2/2004	435 QGBMAY12C	10		\$0.9500	-\$950.0000
4/2/2004	435 QGBMAY12C	15		\$0.9500	-\$1,425.0000
4/16/2004	435 QGBMAY12C	10		\$0.7500	-\$750.0000
4/21/2004	435 QGBMAY12C		-10	\$0.3500	-\$350.0000
4/26/2004	435 QGBMAY12C		-10	\$0.3000	-\$300.0000
5/3/2004	435 QGBMAY12C	19		\$0.1000	-\$190.0000

5/14/2004	435 QGBMAY12C		-7	\$0.0500	-\$35.0000
5/21/2004	435 QGBMAY12C		-41	\$0.0000	\$0.0000
4/16/2004	435 QGBMAY12P	10		\$1.1500	-\$1,150.0000
4/20/2004	435 QGBMAY12P		-20	\$1.6000	-\$3,200.0000
5/21/2004	435 QGBMAY12P		-10	\$2.1500	-\$2,150.0000
5/21/2004	435 QGBMAY12P	20		\$1.7500	-\$3,500.0000
5/12/2005	435 QGBMAY5C	3		\$1.3500	-\$405.0000
5/20/2005	435 QGBMAY5C		-3	\$0.0000	\$0.0000
5/12/2005	435 QGBMAY7C		-10	\$0.4500	-\$450.0000
5/20/2005	435 QGBMAY7C	10		\$0.0000	\$0.0000
6/16/2004	435 QGBSEP10C	15		\$0.7000	-\$1,050.0000
6/22/2004	435 QGBSEP10C	10		\$0.7000	-\$700.0000
7/21/2004	435 QGBSEP10C		-10	\$0.3000	-\$300.0000
7/21/2004	435 QGBSEP10C		-20	\$0.3000	-\$600.0000
7/23/2004	435 QGBSEP10C		-2	\$0.3000	-\$60.0000
9/17/2004	435 QGBSEP10C	7		\$0.0000	\$0.0000
6/7/2004	435 QGBSEP10P		-10	\$1.2000	-\$1,200.0000
6/14/2004	435 QGBSEP10P		-10	\$1.8000	-\$1,800.0000
9/17/2004	435 QGBSEP10P	30		\$1.7200	-\$5,160.0000
4/28/2004	435 QGBSEP12C		-15	\$1.2500	-\$1,875.0000
4/28/2004	435 QGBSEP12C		-20	\$1.2000	-\$2,400.0000
5/13/2004	435 QGBSEP12C	1		\$0.8500	-\$85.0000
6/4/2004	435 QGBSEP12C		-10	\$0.8500	-\$850.0000
6/21/2004	435 QGBSEP12C	3		\$0.2500	-\$75.0000
9/17/2004	435 QGBSEP12C	43		\$0.0000	\$0.0000
4/22/2004	435 QGBSEP15C		-10	\$0.7000	-\$700.0000
4/22/2004	435 QGBSEP15C		-10	\$0.8000	-\$800.0000
4/22/2004	435 QGBSEP15C		-3	\$0.8000	-\$240.0000
9/17/2004	435 QGBSEP15C	28		\$0.0000	\$0.0000
7/21/2004	435 QGBSEP7C	10		\$1.2500	-\$1,250.0000
9/17/2004	435 QGBSEP7C		-10	\$0.7799	-\$779.9000
4/8/2005	435 QGBSEP7P	25		\$1.8000	-\$4,500.0000
					-\$121,627.6700

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

1. Title of case (name of first party on each side only) Rosenbaum Capital, LLC v. Boston Communications Group, Inc., et al.

2. Category in which the case belongs based upon the numbered nature of suit code listed on the civil cover sheet. (See local rule 40.1(a)(1)).

☐ I. 160, 410, 470, R.23, REGARDLESS OF NATURE OF SUIT.

☒ II. 195, 368, 400, 440, 441-444, 540, 550, 555, 625, 710, 720, 730, 740, 790, 791, 820*, 830*, 840*, 850, 890, 892-894, 895, 950.

*Also complete AO 120 or AO 121 for patent, trademark or copyright cases

☐ III. 110, 120, 130, 140, 151, 190, 210, 230, 240, 245, 290, 310, 315, 320, 330, 340, 345, 350, 355, 360, 362, 365, 370, 371, 380, 385, 450, 891.

☐ IV. 220, 422, 423, 430, 460, 510, 530, 610, 620, 630, 640, 650, 660, 690, 810, 861-865, 870, 871, 875, 900.

☐ V. 150, 152, 153.

05 - 11165 WGY

3. Title and number, if any, of related cases. (See local rule 40.1(g)). If more than one prior related case has been filed in this district please indicate the title and number of the first filed case in this court.

4. Has a prior action between the same parties and based on the same claim ever been filed in this court?

YES ☐ NO ☒

5. Does the complaint in this case question the constitutionality of an act of congress affecting the public interest? (See 28 USC §2403)

YES ☐ NO ☒

If so, is the U.S.A. or an officer, agent or employee of the U.S. a party?

YES ☐ NO ☐

6. Is this case required to be heard and determined by a district court of three judges pursuant to title 28 USC §2284?

YES ☐ NO ☒

7. Do all of the parties in this action, excluding governmental agencies of the United States and the Commonwealth of Massachusetts ("governmental agencies"), residing in Massachusetts reside in the same division? - (See Local Rule 40.1(d)).

YES ☒ NO ☐

A. If yes, in which division do all of the non-governmental parties reside?

Eastern Division ☒ Central Division ☐ Western Division ☐

B. If no, in which division do the majority of the plaintiffs or the only parties, excluding governmental agencies, residing in Massachusetts reside?

Eastern Division ☐ Central Division ☐ Western Division ☐

8. If filing a Notice of Removal - are there any motions pending in the state court requiring the attention of this Court? (If yes, submit a separate sheet identifying the motions)

YES ☐ NO ☐

(PLEASE TYPE OR PRINT)

ATTORNEY'S NAME David Pastor, Esquire

ADDRESS Gilman and Pastor, LLP, 60 State Street, 37th Floor, Boston, MA 02109

TELEPHONE NO. (617) 742-9700

JS 44
(Rev. 3/99)**CIVIL COVER SHEET**

The JS-44 civil cover sheet and the information contained herein neither replace nor supplement the filing and service of pleadings or other papers as required by law, except as provided by local rules of court. This form, approved by the Judicial Conference of the United States in September 1974, is required for the use of the Clerk of Court for the purpose of initiating the civil docket sheet. (SEE INSTRUCTIONS ON THE REVERSE OF THE FORM.)

I. (a) PLAINTIFFS

Rosenbaum Capital, LLC, on behalf of
itself and all others similarly situated

(b) COUNTY OF RESIDENCE OF FIRST LISTED PLAINTIFF Montgomery, PA
(EXCEPT IN U.S. PLAINTIFF CASES)

DEFENDANTS

Boston Communications Group, Inc.,
Karen A. Walker and Edward Y. Snowden

COUNTY OF RESIDENCE OF FIRST LISTED DEFENDANT _____

(IN U.S. PLAINTIFF CASES ONLY)

NOTE: IN LAND CONDEMNATION CASES, USE THE LOCATION OF THE
TRACT OF LAND INVOLVED.

(c) ATTORNEYS (FIRM NAME, ADDRESS, AND TELEPHONE NUMBER)

David Pastor, Esquire
Gilman and Pastor, LLP - (617) 742-9700
60 State Street, 37th Floor
Boston, MA 02100

ATTORNEYS (IF KNOWN)

05-11165 WGY

II. BASIS OF JURISDICTION (PLACE AN "X" IN ONE BOX ONLY)

- ☐ 1 U.S. Government Plaintiff
- ☒ 3 Federal Question (U.S. Government Not a Party)
- ☐ 2 U.S. Government Defendant
- ☐ 4 Diversity (Indicate Citizenship of Parties in Item III)

III. CITIZENSHIP OF PRINCIPAL PARTIES (PLACE AN "X" IN ONE BOX FOR PLAINTIFF AND ONE BOX FOR DEFENDANT)

- | | | | |
|---|--|---|--|
| Citizen of This State | PTF DEF
<input type="checkbox"/> 1 <input type="checkbox"/> 1 | Incorporated or Principal Place of Business in This State | PTF DEF
<input type="checkbox"/> 4 <input type="checkbox"/> 4 |
| Citizen of Another State | <input type="checkbox"/> 2 <input type="checkbox"/> 2 | Incorporated and Principal Place of Business in Another State | <input type="checkbox"/> 5 <input type="checkbox"/> 5 |
| Citizen or Subject of a Foreign Country | <input type="checkbox"/> 3 <input type="checkbox"/> 3 | Foreign Nation | <input type="checkbox"/> 6 <input type="checkbox"/> 6 |

IV. NATURE OF SUIT (PLACE AN "X" IN ONE BOX ONLY)

CONTRACT	TORTS	FORFEITURE/PENALTY	BANKRUPTCY	OTHER STATUTES
<input type="checkbox"/> 110 Insurance <input type="checkbox"/> 120 Marine <input type="checkbox"/> 130 Miller Act <input type="checkbox"/> 140 Negotiable Instrument <input type="checkbox"/> 150 Recovery of Overpayment & Enforcement of Judgment <input type="checkbox"/> 151 Medicare Act <input type="checkbox"/> 152 Recovery of Defaulted Student Loans (Excl. Veterans) <input type="checkbox"/> 153 Recovery of Overpayment of Veteran's Benefits <input type="checkbox"/> 160 Stockholders' Suits <input type="checkbox"/> 190 Other Contract <input type="checkbox"/> 195 Contract Product Liability	PERSONAL INJURY <input type="checkbox"/> 310 Airplane <input type="checkbox"/> 315 Airplane Product Liability <input type="checkbox"/> 320 Assault, Libel & Slander <input type="checkbox"/> 330 Federal Employers' Liability <input type="checkbox"/> 340 Marine <input type="checkbox"/> 345 Marine Product Liability <input type="checkbox"/> 350 Motor Vehicle <input type="checkbox"/> 355 Motor Vehicle Product Liability <input type="checkbox"/> 360 Other Personal Injury	<input type="checkbox"/> 362 Personal Injury — Med. Malpractice <input type="checkbox"/> 365 Personal Injury — Product Liability <input type="checkbox"/> 368 Asbestos Personal Injury Product Liability PERSONAL PROPERTY <input type="checkbox"/> 370 Other Fraud <input type="checkbox"/> 371 Truth in Lending <input type="checkbox"/> 380 Other Personal Property Damage <input type="checkbox"/> 385 Property Damage Product Liability	<input type="checkbox"/> 400 State Reapportionment <input type="checkbox"/> 410 Antitrust <input type="checkbox"/> 430 Banks and Banking <input type="checkbox"/> 450 Commerce/ICC Rates/etc. <input type="checkbox"/> 460 Deportation <input type="checkbox"/> 470 Racketeer Influenced and Corrupt Organizations <input type="checkbox"/> 510 Selective Service <input checked="" type="checkbox"/> 550 Securities/Commodities/Exchange <input type="checkbox"/> 575 Customer Challenge 12 USC 3410 <input type="checkbox"/> 591 Agricultural Acts <input type="checkbox"/> 592 Economic Stabilization Act <input type="checkbox"/> 593 Environmental Matters <input type="checkbox"/> 594 Energy Allocation Act <input type="checkbox"/> 596 Freedom of Information Act <input type="checkbox"/> 599 Appeal of Fee Determination Under Equal Access to Justice <input type="checkbox"/> 599 Constitutionality of State Statutes <input type="checkbox"/> 599 Other Statutory Actions	
REAL PROPERTY <input type="checkbox"/> 210 Land Condemnation <input type="checkbox"/> 220 Foreclosure <input type="checkbox"/> 230 Rent Lease & Ejectment <input type="checkbox"/> 240 Torts to Land <input type="checkbox"/> 245 Tort Product Liability <input type="checkbox"/> 290 All Other Real Property	CIVIL RIGHTS <input type="checkbox"/> 441 Voting <input type="checkbox"/> 442 Employment <input type="checkbox"/> 443 Housing/Accommodations <input type="checkbox"/> 444 Welfare <input type="checkbox"/> 440 Other Civil Rights	PRISONER PETITIONS <input type="checkbox"/> 510 Motions to Vacate Sentence <input type="checkbox"/> 530 Habeas Corpus: <input type="checkbox"/> 530 General <input type="checkbox"/> 535 Death Penalty <input type="checkbox"/> 540 Mandamus & Other <input type="checkbox"/> 550 Civil Rights <input type="checkbox"/> 555 Prison Condition	<input type="checkbox"/> 422 Appeal 28 USC 158 <input type="checkbox"/> 423 Withdrawal 28 USC 157 PROPERTY RIGHTS <input type="checkbox"/> 820 Copyrights <input type="checkbox"/> 830 Patent <input type="checkbox"/> 840 Trademark SOCIAL SECURITY <input type="checkbox"/> 861 HIA (1395ff) <input type="checkbox"/> 862 Black Lung (923) <input type="checkbox"/> 863 DIWC/DIWW (405(g)) <input type="checkbox"/> 864 SSD Title XVI <input type="checkbox"/> 865 RSI (405(g)) FEDERAL TAX SUITS <input type="checkbox"/> 570 Taxes (U.S. Plaintiff or Defendant) <input type="checkbox"/> 571 IRS — Third Party 26 USC 7609	

V. ORIGIN

(PLACE AN "X" IN ONE BOX ONLY)

- ☒ 1 Original Proceeding
- ☐ 2 Removed from State Court
- ☐ 3 Remanded from Appellate Court
- ☐ 4 Reinstated or Reopened
- ☐ 5 Transferred from another district (specify) _____
- ☐ 6 Multidistrict Litigation
- ☐ 7 Appeal to District Judge from Magistrate Judgment

VI. CAUSE OF ACTION

(CITE THE U.S. CIVIL STATUTE UNDER WHICH YOU ARE FILING AND WRITE BRIEF STATEMENT OF CAUSE. DO NOT CITE JURISDICTIONAL STATUTES UNLESS DIVERSITY.)

Action for securities fraud under 15 U.S.C., Sec. 78; (b)

VII. REQUESTED IN COMPLAINT:

☒ CHECK IF THIS IS A CLASS ACTION UNDER F.R.C.P. 23

DEMAND \$ _____

CHECK YES only if demanded in complaint:

JURY DEMAND: ☒ YES ☐ NO

VIII. RELATED CASE(S) IF ANY

JUDGE _____

DOCKET NUMBER _____

DATE

6/6/05

SIGNATURE OF ATTORNEY OF RECORD

David Pastor

FOR OFFICE USE ONLY

RECEIPT # _____ AMOUNT _____ APPLYING IFP _____ JUDGE _____ MAG. JUDGE _____